

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): April 10, 2017

**Interpace Diagnostics Group, Inc.
(Exact name of registrant as specified in its charter)**

**Delaware
(State or other jurisdiction of
incorporation)**

**000-24249
(Commission File Number)**

**22-2919486
(IRS Employer Identification No.)**

**Morris Corporate Center 1, Building A
300 Interpace Parkway
Parsippany, NJ 07054**
(Address, including zip code, of Principal Executive Offices)

(855) 776-6419
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events

On April 10, 2017, Interpace Diagnostics Group, Inc., a Delaware corporation (the “Company”), received written notice (the “Letter”) from the Listing Qualifications department (the “Staff”) of The NASDAQ Capital Market (“Nasdaq”) notifying the Company that based on its Form 10-K for the fiscal year ended December 31, 2016, evidencing stockholder’s equity of \$6,531,000, the Staff has determined that the Company complies with Nasdaq Listing Rule 5550(b)(1) and that the matter, previously disclosed by the Company in its Current Report on Form 8-K filed November 29, 2016, has now been closed.

The foregoing description is qualified in its entirety by reference to the full text of the Letter, which is filed as an exhibit to this Current Report on Form 8-K and incorporated herein by reference in its entirety.

On April 13, 2017 the Company issued a press release announcing the receipt of the Letter, which is furnished as an exhibit to this Current Report on Form 10-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
<u>Number</u>	

99.1*	Written Notice, dated April 10, 2017, from the Listing Qualifications Department of The Nasdaq Stock Market LLC.
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99.2	Press Release dated April 13, 2017.
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* Filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

Interpace Diagnostics Group, Inc.

Date: April 13, 2017

By: /s/ Jack E. Stover
Name: Jack E. Stover
Title: President and Chief Executive Officer

EXHIBIT INDEX

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* Filed herewith



805 King Farm Blvd.
Rockville, MD 20850 / USA
business.nasdaq.com

Sent via Electronic Delivery to: jearly@interpacedx.com

April 10, 2017

Mr. James Early
Chief Financial Officer
Interpace Diagnostics Group, Inc.
Morris Corporate Center 1, Building A
300 Interpace Parkway
Parsippany, NJ 07054

Re: Interpace Diagnostics Group, Inc. (the "Company")
Nasdaq Symbol: IDXG

Dear Mr. Early:

On November 23, 2016, Staff notified the Company that it did not comply with the minimum \$2.5 million stockholders' equity, \$35 million market value of listed securities, or \$500,000 of net income from continuing operations requirements for The Nasdaq Capital Market set forth in Listing Rules 5550(b)(1), 5550(b)(2), or 5550(b)(3), respectively. Based on your Form 10-K for the fiscal year ended December 31, 2016, evidencing stockholders' equity of \$6,531,000, Staff has determined that the Company complies with Listing Rule 5550(b)(1) and this matter is now closed.

If you have any questions, please contact Shawn Abdool, Listing Analyst, at +1 301 978 8030.

Sincerely,

A handwritten signature in black ink that reads 'Jeffrey W. Preusse'.

Jeffrey W. Preusse
Associate Director
Nasdaq Listing Qualifications



Interpace Diagnostics Announces Receipt of Letter From Nasdaq Confirming Compliance With Minimum Stockholders' Equity Requirement

Parsippany, NJ, April 13, 2017-- Interpace Diagnostics Group, Inc. (NASDAQ: IDYG) (the "Company"), a fully integrated commercial company that provides clinically useful molecular diagnostic tests and pathology services, today announced that on April 10, 2017 the Company received a letter from The Nasdaq Stock Market LLC stating that the Company has regained compliance with Listing Rule 5550(b)(1), which requires maintenance of a minimum of \$2.5 million stockholders' equity in order to remain listed on The Nasdaq Capital Market.

About Interpace Diagnostics Group, Inc.

Interpace has three commercialized molecular tests: PancreGEN®, for the evaluation of pancreatic cysts and assessment of risk of concomitant or subsequent cancer; ThyGenX®, for the diagnosis of thyroid cancer from thyroid nodules utilizing a next generation sequencing assay; and ThyraMIR®, for the diagnosis of thyroid cancer from thyroid nodules utilizing a proprietary gene expression assay. Interpace's mission is to provide personalized medicine through molecular diagnostics and innovation to advance patient care based on rigorous science. For more information, please visit Interpace Diagnostics' website at www.interpacediagnostics.com

Forward Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, Section 21E of the Securities Exchange Act of 1934 and the Private Securities Litigation Reform Act of 1995, relating to the Company's future financial and operating performance. The Company has attempted to identify forward looking statements by terminology including "believes," "estimates," "anticipates," "expects," "plans," "projects," "intends," "potential," "may," "could," "might," "will," "should," "approximately" or other words that convey uncertainty of future events or outcomes to identify these forward-looking statements. These statements are based on current expectations, assumptions and uncertainties involving judgments about, among other things, future economic, competitive and market conditions and future business decisions, all of which are difficult or impossible to predict accurately and many of which are beyond the Company's control. These statements also involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results to be materially different from those expressed or implied by any forward-looking statement. Known and unknown risks, uncertainties and other factors include, but are not limited to, the Company's ability to adequately finance the business, its ability to restructure its debt and other obligations, the market's acceptance of its molecular diagnostic tests, its ability to retain or secure reimbursement, its ability to secure additional business and generate higher profit margins through sales of its molecular diagnostic tests, in-licensing or other means, projections of future revenues, growth, gross profit and anticipated internal rate of return on investments and its ability to maintain its NASDAQ listing.

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Phone: 862-207-7800 • Toll Free: 800-242-7494 • www.interpacediagnostics.com



Additionally, all forward-looking statements are subject to the risk factors detailed from time to time in the Company's filings with the SEC, including without limitation, the Annual Report on Form 10-K filed with the SEC on March 31, 2017. Because of these and other risks, uncertainties and assumptions, undue reliance should not be placed on these forward-looking statements. In addition, these statements speak only as of the date of this press release and, except as may be required by law, the Company undertakes no obligation to revise or update publicly any forward-looking statements for any reason.

CONTACTS:

Interpace Diagnostics
Investor Relations:

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