
**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): July 31, 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 C
300 Interpace Parkway
Parsippany, NJ 07054
(Address, including zip code, of Principal Executive Offices)

(412) 224-6665
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act (17 CFR 230.405) or Rule 12b-2 of the Exchange Act (17 CFR 240.12b-2):

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards pursuant to section 13(a) of the Exchange Act:

Item 8.01. Other Events.

As previously disclosed in its Current Report on Form 8-K dated June 16, 2017, Interpace Diagnostics Group, Inc. (the “Company”) entered into an underwriting agreement (the “Underwriting Agreement”) with Maxim Group LLC, as representative (the “Representative”) of the several underwriters named therein, in connection with a public offering of the Company’s securities. Pursuant to the Underwriting Agreement, the Company had granted the Representative a 45-day option to purchase up to an additional 1,875,000 shares of common stock, \$.01 par value (“Common Stock”), and/or 1,875,000 warrants (the “Warrants”) to purchase Common Stock to cover over-allotments. The Representative previously exercised such option in part to purchase the Warrants. On July 28, 2017, the Representative exercised such option to purchase an additional 875,000 shares of Common Stock the (“Additional Shares”) at a price of \$1.09 per share. The closing for the Additional Shares occurred on July 31, 2017, resulting in gross proceeds of \$953,750 to the Company, before underwriting discounts and commissions.

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: July 31, 2017

By: /s/ Jack E. Stover

Name: Jack E. Stover

Title: President and Chief Executive Officer
