
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): January 14, 2020

INTERPACE BIOSCIENCES, INC.

(Exact name of Registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of incorporation)

0-24249
(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)

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	IDXG	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

☐ 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 provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

At a Special Meeting of Stockholders held on December 13, 2019 (the **‘Special Meeting’**), the stockholders of Interpace Biosciences, Inc. (the **‘Company’**) authorized the board of directors of the Company (the **‘Board’**), in its discretion, to amend the Company’s certificate of incorporation, as amended (the **‘Certificate of Incorporation’**), to effect a reverse split of the Company’s outstanding common stock, par value \$0.01 per share (the **‘Common Stock’**) at a ratio between one-for-five (1:5) and one-for-fifteen (1:15), with such final ratio to be determined by the Board following the Special Meeting (the **‘Reverse Stock Split’**). On January 14, 2020, the Board determined to set the Reverse Stock Split ratio at one-for-ten (1:10) and approved the final form of the Certificate of Amendment to the Certificate of Incorporation to effectuate the Reverse Stock Split (the **‘Certificate of Amendment’**). The Certificate of Amendment was filed with the Secretary of State of the State of Delaware on January 14, 2020 and the Reverse Stock Split will become effective in accordance with the terms of the Certificate of Amendment at 12:01a.m. Eastern Time on Wednesday, January 15, 2020 (the **‘Effective Time’**).

At the Effective Time, every ten (10) shares of Common Stock issued and outstanding will be automatically combined into one (1) share of issued and outstanding Common Stock, without any change in the par value per share.

Fractional shares will not be issued as a result of the Reverse Stock Split. Instead, any fractional shares of the Company’s Common Stock that would have otherwise resulted from the Reverse Stock Split will be rounded up to the nearest whole share.

American Stock Transfer and Trust Company, LLC is acting as exchange agent for the Reverse Stock Split and will send instructions to stockholders of record who hold stock certificates regarding how to exchange existing stock certificates for new book-entry statements reflecting the post-Reverse Stock Split shares of Common Stock. Stockholders who hold their shares in brokerage accounts or “street name” are not required to take any action and will see the impact of the Reverse Stock Split automatically reflected in their accounts.

The Common Stock is expected to begin trading on The Nasdaq Capital Market (**‘Nasdaq’**) on an adjusted basis on Wednesday, January 15, 2020. There will be no change in the Company’s Nasdaq ticker symbol, “IDXX”. In connection with the Reverse Stock Split, the CUSIP number for the Common Stock has been changed to 46062X 303.

The Reverse Stock Split results in a proportionate adjustment to the per share exercise price and the number of shares of Common Stock issuable upon the exercise of outstanding stock options and warrants, as well as the number of shares of Common Stock eligible for issuance under the Interpace Biosciences, Inc. 2019 Equity Incentive Plan and the Interpace Biosciences, Inc. Employee Stock Purchase Plan.

The information set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment that effectuated the Reverse Stock Split, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit Number	Description
3.1	<u>Form of Certificate of Amendment to the Certificate of Incorporation of Interpace Biosciences, Inc.</u>

SIGNATURE

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 Biosciences, Inc.

/s/ Jack E. Stover

Jack E. Stover

President and Chief Executive Officer

Date: January 14, 2020

CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
INTERPACE BIOSCIENCES, INC.

Interpace Biosciences, Inc. (the “**Corporation**”), a corporation organized and existing under the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY THAT:

FIRST: The Board of Directors of the Corporation (the “**Board of Directors**”) has duly adopted resolutions proposing and declaring advisable the following amendment to the Certificate of Incorporation of the Corporation (the “**Certificate of Incorporation**”), directing that said amendment be submitted to the stockholders of the Corporation for consideration thereof, and authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware this Certificate of Amendment of Certificate of Incorporation (this “**Certificate of Amendment**”).

SECOND: At the Effective Time (as defined below), of this Certificate of Amendment pursuant to Section 242 of the General Corporation Law of the State of Delaware, each ten (10) shares of the Corporation’s common stock, par value \$0.01 per share, issued and outstanding immediately prior to the Effective Time (the “**Old Common Stock**”) shall automatically without further action on the part of the Corporation or any holder of Old Common Stock, be reclassified, combined, converted and changed into one (1) fully paid and nonassessable share of common stock, par value \$0.01 per share (the “**New Common Stock**”), subject to the treatment of fractional share interests as described below (the “**Reverse Stock Split**”). The conversion of the Old Common Stock into New Common Stock will be deemed to occur at the Effective Time. From and after the Effective Time, certificates representing the Old Common Stock shall represent the number of shares of New Common Stock into which such Old Common Stock shall have been converted pursuant to this Certificate of Amendment. No fractional shares shall be issued in connection with the Reverse Stock Split. A holder of Common Stock who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split will receive one whole share of Common Stock in lieu of such fractional share.

THIRD: The foregoing amendment shall be effective at 12.01 a.m. EST on Wednesday, January 15, 2020 (the “**Effective Time**”).

FOURTH: That pursuant to resolution of the Board of Directors, the proposed amendment was submitted to the stockholders of the Corporation for consideration at the special meeting of stockholders held on December 13, 2019 and was duly adopted by the stockholders of the Corporation in accordance with the applicable provisions of Section 242 of the General Corporation Law of Delaware.

[Signature page follows.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 14th day of January, 2020.

INTERPACE BIOSCIENCES, INC.

By: /s/ Jack E. Stover

Name: Jack E. Stover

Title: President and Chief Executive Officer

[Signature Page to Certificate of Amendment]
