

TRANSGENOMIC INC
Form 8-K
January 25, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 24, 2013

Transgenomic, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

000-30975
(Commission

File Number)

91-1789357
(IRS Employer

Identification No.)

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12325 Emmet Street, Omaha, NE 68164

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (402) 452-5400

N/A

(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))

Item 1.01. Entry into a Material Definitive Agreement.

On January 24, 2013, Transgenomic, Inc. (the Company) entered into a Securities Purchase Agreement with certain accredited investors (the Investors) pursuant to which the Company agreed to sell to the Investors, and the Investors agreed to purchase from the Company, an aggregate of 16,600,000 shares of the Company s common stock (the Common Stock) at a price per share of \$0.50 (the Shares) for aggregate gross proceeds of approximately \$8,300,000, and warrants (the Warrants) to purchase up to an aggregate of 8,300,000 shares of Common Stock with an exercise price of \$0.75 per share (collectively, the Offering). The Offering is expected to close on or about January 30, 2013 (the Closing), subject to customary closing conditions.

In connection with entering into the Securities Purchase Agreement, the Company also entered into a Registration Rights Agreement, dated January 24, 2013, with the Investors. The Registration Rights Agreement requires that the Company file with the Securities and Exchange Commission a registration statement to register for resale the Shares and the shares of common stock issuable upon exercise of the Warrants (the Warrant Shares) within 45 days after the Closing.

The terms of the Securities Purchase Agreement, the Registration Right Agreement and the Warrants will be more fully described in an amendment to this Current Report on Form 8-K to be filed following the Closing. Copies of the Securities Purchase Agreement, the Registration Rights Agreement and the form of Warrant will be filed as exhibits to such amendment.

Item 3.02. Unregistered Sales of Equity Securities.

The information contained in Item 1.01 of this Current Report on Form 8-K is incorporated by reference hereunder. The Shares, the Warrants and the Warrant Shares (collectively, the Securities) were offered and will be sold in transactions exempt from registration under the Securities Act of 1933, as amended (the Securities Act), in reliance on Section 4(2) thereof and Rule 506 of Regulation D thereunder. Each Investor represented that it was an accredited investor, as defined in Regulation D, and is acquiring the Securities for investment only and not with a view towards, or for resale in connection with, the public sale or distribution thereof. The Securities have not been registered under the Securities Act and such securities may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act and any applicable state securities laws. Neither this Current Report on Form 8-K nor the exhibit attached hereto is an offer to sell or the solicitation of an offer to buy shares of Common Stock or any other securities of the Company.

Lazard Capital Markets LLC served as the lead placement agent for the Offering, and Craig-Hallum Capital Group LLC acted as co-placement agent.

Item 8.01. Other Events.

On January 25, 2013, the Company issued the press release attached hereto as Exhibit 99.1 regarding the Offering.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|----------------|--|
| 99.1 | Press release issued by the Company on January 25, 2013. |

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.

Transgenomic, Inc.

By: /s/ Mark P. Colonnese
Mark P. Colonnese
Chief Financial Officer

Date: January 25, 2013

Exhibit Index

| Exhibit Number | Description |
|---------------------------|--|
| 99.1 | Press release issued by the Company on January 25, 2013. |