
**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): May 31, 2018

Trovagene, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-35558
(Commission
File Number)

27-2004382
(IRS Employer
Identification No.)

11055 Flintkote Avenue
San Diego, CA 92121
(Address of principal executive offices)

Registrant's telephone number, including area code: (858) 952-7570

(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 communication 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 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.

On May 31, 2018, Trovogene, Inc. (the “Company”) filed an amendment (the “Amendment”) to its amended and restated certificate of incorporation to effectuate a reverse stock split of the Company’s common stock, par value \$0.0001 per share. Pursuant to the reverse stock split, at the effective time of 12:01 a.m. on June 1, 2018, twelve (12) shares of common stock issued and outstanding were combined into one (1) validly issued, fully paid and non-assessable share of common stock. The par value per share remains the same. The Amendment provides that no fractional shares will be issued; the Company will round up to the next whole share.

The reverse split ratio selected by the Board of Directors was selected pursuant to the authority granted to the Board of Directors by stockholders at the 2018 Annual Meeting held on May 30, 2018. A copy of the Amendment filed with the Secretary of State of the State of Delaware is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 8.01 Other Events.

On May 31, 2018, the Company issued a press release announcing a reverse split of its common stock, \$0.0001 par value, at a ratio of 1 for 12, effective June 1, 2018. The Company’s common stock will begin trading on a split-adjusted basis when the markets open on June 4, 2018 under the existing trading symbol “TROV.” A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

3.1 [Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Trovogene, Inc. dated May 31, 2018.](#)

99.1 [Press Release of Trovogene, Inc. dated May 31, 2018](#)

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.

Dated: June 1, 2018

TROVAGENE, INC.

By: /s/ William J. Welch
William J. Welch
President and Chief Executive Officer

CERTIFICATE OF AMENDMENT
of the
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

Under Section 242 of the Delaware General Corporation Law

Trovagene, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”) hereby certifies as follows:

FIRST: That the Board of Directors of the Corporation has duly adopted resolutions (i) authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware this Certificate of Amendment of the Corporation’s Amended and Restated Certificate of Incorporation (this “**Amendment**”) to combine each twelve (12) shares of the Corporation’s common stock, par value \$0.0001 per share (the “**Common Stock**”), either issued and outstanding or held by the Corporation as treasury stock, into one (1) share of Common Stock; (ii) declaring this Amendment to be advisable, submitted to and considered by the stockholders of the Corporation entitled to vote thereon for approval by the affirmative vote of such stockholders in accordance with the terms of the Corporation’s Amended and Restated Certificate of Incorporation (the “**Certificate of Incorporation**”) and Section 242 of the General Corporation Law of the State of Delaware (the “**DGCL**”); and (iii) recommending this Amendment for approval by the stockholders of the Corporation.

SECOND: That this Amendment was duly adopted in accordance with the terms of the Certificate of Incorporation and the provisions of Section 242 of the DGCL by the stockholders of the Corporation.

THIRD: Effective at 12:01 a.m. (New York City time) on June 1, 2018 (with such time on such date being the “**Effective Time**”), the Amended and Restated Certificate of Incorporation shall be amended by amending the Article “**FOURTH**” thereof to insert the following at the end thereof:

“Effective at 12:01 a.m. (New York City time) on June 1, 2018 (the “**Effective Time**”), each twelve (12) shares of Common Stock either issued and outstanding or held by the Corporation as treasury stock immediately prior to the Effective Time shall be combined into one (1) share of Common Stock (the “**Reverse Stock Split**”). Further, every right, option and warrant to acquire shares of Common Stock outstanding immediately prior to the Effective Time shall, as of the Effective Time and without any further action, automatically be reclassified into the right to acquire one (1) share of Common Stock based on the above ratio, but otherwise upon the terms of such right, option or warrant (except that the exercise or purchase price of such right, option or warrant shall be proportionately adjusted). No fractional share shall be issued upon the Reverse Stock Split, nor shall stockholders who otherwise would be entitled to receive fractional shares of Common Stock receive cash (without interest or deduction) from the Corporation’s transfer agent in lieu of such fractional share interests; rather, fractions shall be rounded up to the next whole share. Upon surrender by a holder of a certificate or certificates for Common Stock (or, if lost, an acceptable affidavit of loss is delivered to the Corporation), the Corporation shall, as soon as practicable thereafter, issue and deliver to such holder, or to the nominee or assignee of such holder, a new certificate or certificates for the number of shares of Common Stock that such holder shall be entitled to following the Reverse Stock Split.”

IN WITNESS WHEREOF, I have executed this Amendment this 31st day of May 2018.

By: /s/ William Welch
Name: William Welch
Title: Chief Executive Officer



Trovagene, Inc. Announces Reverse Stock Split

SAN DIEGO, May 31, 2018 — Trovagene, Inc. (NASDAQ:TROV), a clinical-stage oncology therapeutics company, developing targeted therapeutics for the treatment of hematologic and solid tumor cancers, announced today, a reverse split of its common stock, \$0.0001 par value, at a ratio of 1 for 12, effective June 1, 2018 (the "Effective Date"). The company's common stock will begin trading on a split-adjusted basis when the markets open on June 4, 2018 under the existing trading symbol "TROV."

The reverse stock split is primarily intended to bring the company into compliance with the minimum bid price requirement for maintaining its listing on the Nasdaq Capital Market. The new CUSIP number for the common stock following the reverse split will be 897238 408.

As a result of the reverse split, each 12 pre-split shares of common stock outstanding will automatically combine into one new share of common stock without any action on the part of the holders, and the number of outstanding common shares will be reduced from approximately 59.4 million shares to approximately 4.9 million shares. Proportionate adjustments will be made to the conversion and exercise prices of the company's outstanding warrants, stock options, and to the number of shares issued and issuable under the company's equity incentive plans. The common stock issued pursuant to the reverse stock split will remain fully paid and non-assessable. The reverse stock split will not affect the par value of the common stock.

On April 20, 2018, the board of directors of the company approved the reverse stock split, subject to shareholder approval. On May 30, 2018, a majority of the company's shareholders approved giving the Board discretionary authority to enact the reverse stock split. The Board approved the reverse stock split on a one for twelve ratio on May 30, 2018.

The reverse stock split will affect all stockholders uniformly and will not alter any stockholder's percentage interest in the company's equity, except to the extent that the reverse stock split would result in a stockholder owning a fractional share. Any fractional shares of common stock resulting from the reverse stock split will be rounded up to the nearest whole post-split share and no shareholders will receive cash in lieu of fractional shares. The company's transfer agent, Philadelphia Stock Transfer, Inc. will provide stockholders of record holding certificates representing pre-split shares of the company's common stock as of the effective date, a letter of transmittal providing instructions for the exchange of shares. Registered stockholders holding pre-split shares of the company's common stock electronically in book-entry form are not required to take any action to receive post-split shares. Stockholders owning shares via a broker, bank, trust or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to such broker's particular processes, and will not be required to take any action in connection with the reverse stock split. Additional information about the

reverse stock split can be found in the company's definitive proxy statement (Form DEF 14A) filed with the Securities and Exchange Commission on April 27, 2018 available free of charge at the SEC's website www.sec.gov or at the company's website www.trovagene.com. Philadelphia Stock Transfer, Inc. can be reached by phone at (484) 416-3124 or mail at 2320 Haverford Rd., Suite 230, Ardmore, PA 19003

About Trovagene, Inc.

Trovagene is a clinical-stage, oncology therapeutics company. The company's primary focus is to develop oncology therapeutics for the treatment of hematologic and solid tumor cancers for improved cancer care, utilizing its technology in tumor genomics. Trovagene has intellectual property and proprietary technology that enables the company to analyze circulating tumor DNA (ctDNA) and clinically actionable markers to identify patients most likely to respond to specific cancer therapies. Trovagene plans to continue to vertically integrate its tumor genomics technology with the development of targeted cancer therapeutics. For more information, please visit <https://www.trovagene.com>.

Forward-Looking Statements

Certain statements in this press release are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995. These statements may be identified by the use of words such as "anticipate," "believe," "forecast," "estimated" and "intend" or other similar terms or expressions that concern Trovagene's expectations, strategy, plans or intentions. These forward-looking statements are based on Trovagene's current expectations and actual results could differ materially. There are a number of factors that could cause actual events to differ materially from those indicated by such forward-looking statements. These factors include, but are not limited to, our need for additional financing; our ability to continue as a going concern; clinical trials involve a lengthy and expensive process with an uncertain outcome, and results of earlier studies and trials may not be predictive of future trial results; our clinical trials may be suspended or discontinued due to unexpected side effects or other safety risks that could preclude approval of our product candidates; uncertainties of government or third party payer reimbursement; dependence on key personnel; limited experience in marketing and sales; substantial competition; uncertainties of patent protection and litigation; dependence upon third parties; our ability to develop tests, kits and systems and the success of those products; regulatory, financial and business risks related to our international expansion and risks related to failure to obtain FDA clearances or approvals and noncompliance with FDA regulations. There are no guarantees that any of our technology or products will be utilized or prove to be commercially successful, or that Trovagene's strategy to design its liquid biopsy tests to report on clinically actionable cancer genes will ultimately be successful or result in better reimbursement outcomes. Additionally, there are no guarantees that future clinical trials will be completed or successful or that any precision medicine therapeutics will receive regulatory approval for any indication or prove to be commercially successful. Investors should read the risk factors set forth in Trovagene's Form 10-K for the year ended December 31, 2017, and other periodic reports filed with the Securities and

Exchange Commission. While the list of factors presented here is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Forward-looking statements included herein are made as of the date hereof, and Trovogene does not undertake any obligation to update publicly such statements to reflect subsequent events or circumstances.

Trovogene Contact:

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