

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):

October 29, 2008  
-----

XENOMICS, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

FLORIDA  
(STATE OR OTHER JURISDICTION OF INCORPORATION)

333-103083  
(COMMISSION FILE NUMBER)

04-3721895  
(I.R.S. EMPLOYER IDENTIFICATION NO.)

One Deer Park Drive, Suite F  
Monmouth Junction, NJ 08852  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(732) 438-8290  
(REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE)

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 (see General Instruction A.2. below):

- 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 October 29, 2008, Xenomics, Inc. entered into a License Agreement with Sequenom, Inc. ("Sequenom").

Under the License Agreement, we licensed to Sequenom exclusive, world-wide rights to our patents for the development of prenatal research and diagnostic products based on our proprietary Transrenal DNA/RNA (Tr-DNA/RNA) technology. In addition, we issued to Sequenom warrants to purchase up to 438,596 shares of our common stock at the exercise price of \$0.75 per share. The warrants expire on October 29, 2013.

The License Agreement provides for up-front payments to us totaling \$1,000,000 between the effective date and January 2009 and royalties based on sales of licensed products, subject to certain minimum amounts. We retain the rights to all other applications of our Transrenal DNA technology, but granted Sequenom certain negotiation rights with respect to development and commercialization of products for cancer indications. In addition, the license does not cover our current test for fetal gender determination based solely on detection of Y chromosome, which we are preparing for possible commercialization in 2009. The License Agreement contains customary terms and conditions, including with respect to indemnification and limitations of liability.

A copy of the press release we issued in connection with this agreement is attached as Exhibit 99.1 to this current report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

99.1 Press release of Xenomics, Inc. dated October 30, 2008.

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.

XENOMICS, INC.

Date: November 3, 2008

By: /s/ Gary Anthony

-----  
Gary Anthony  
Vice President and Controller

## Xenomics Announces License Agreement with Sequenom for Prenatal Diagnostic Applications of Transrenal Nucleic Acid Technology

NEW YORK, October 30 -- Xenomics, Inc. (XNOM.PK), a developer of non-invasive next-generation molecular diagnostics, announced today that it has licensed to Sequenom, Inc., a genetics and molecular diagnostics company (NASDAQ: SQNM), exclusive rights to Xenomics patents for the development of prenatal research and diagnostic products based on the Company's proprietary Transrenal DNA/RNA (Tr-DNA/RNA) technology. The agreement provides for an upfront payment, equity participation and royalties on sales of licensed products, subject to certain minimum amounts. The license does not cover Xenomics current test for fetal gender determination based solely on detection of Y chromosome.

"We are pleased to have Sequenom, a leader in the development of non-invasive prenatal diagnostics, as our licensing partner for these applications of our platform technology" said Dr. Samuil Umansky, Chief Scientific Officer and co-founder of Xenomics. "This license offers Sequenom the potential for a broader approach to prenatal diagnostics by using fetal nucleic acids found in easily-obtained maternal urine samples."

Scientists from Xenomics were the first to report that fragments of DNA from normal cell death cross the kidney barrier and can be detected in urine. This agreement represents the Company's first license for applications of its proprietary platform technology. In addition to prenatal diagnostics, Xenomics has patent rights covering the fields of infectious diseases, tumor detection and transplantation. Due to simplicity of sample collection and Tr-DNA stability, the technology is optimally suitable for screening tests.

### About Sequenom

Sequenom is committed to providing the best genetic analysis products that translate the results of genomic science into solutions for noninvasive prenatal diagnostics, biomedical research, translational research and molecular medicine applications, and for research conducted in the agro (agricultural and livestock) industry. The Company's proprietary MassARRAY(R) system is a high-performance (in speed, accuracy and cost efficiency) nucleic acid analysis platform that quantitatively and precisely measures genetic target material and variations. The Company has exclusively licensed intellectual property rights for the development and commercialization of non-invasive prenatal genetic tests for use with the MassARRAY system and other platforms. Sequenom(R) and MassARRAY(R) are trademarks of Sequenom, Inc.

### About Xenomics

Xenomics is a molecular diagnostics company developing tests based on Transrenal nucleic acids (Tr-DNA and Tr-RNA) and safe, simple urine collection techniques. The Company believes its proprietary technology has a broad range of detection / monitoring / screening applications, including for prenatal conditions, infectious diseases, tissue transplantation, neurodegenerative disorders, various tumors, and can open significant new markets in the molecular diagnostics field. Currently, Xenomics is focusing on implementation of its urinary DNA-based test for high-risk Human Papilloma Virus (HPV) and development of other tests based on Tr-DNA and Tr-miRNA. Xenomics has a strong and broad IP portfolio of issued and pending patents covering different applications of the technology for molecular diagnostics. More information is available on the Company's website, [www.xenomics.com](http://www.xenomics.com).

### Forward-Looking Statements

Statements about the Company's expectations, applications of its technology, markets, and other statements that are not historical facts are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934 and are based on management's current beliefs, assumptions, estimates and projections. Actual results may differ materially from those projected in the forward-looking statements for various reasons, including risks associated with product development, government regulation, market acceptance, dependence on key personnel, obtaining financing and other factors discussed in the Company's periodic reports filed with the Securities and Exchange Commission.

Contact:  
Xenomics, Inc.  
David Robbins, 732-438-8290  
[drobbins@xenomics.com](mailto:d Robbins@xenomics.com)