
**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 31, 2019

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 January 31, 2019, Trovogene, Inc. (the “Company”) filed an Amendment to its Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock (the “Series C Preferred Stock”) with the Secretary of State of the State of Delaware pursuant to which the voting rights of the Series C Preferred Stock were limited.

Item 8.01 Other Events.

On November 15, 2018, the Company announced that the Nasdaq Hearings Panel (the “Panel”) had granted the Company’s request for continued listing on The Nasdaq Capital Market, subject to the Company evidencing a closing bid price of at least \$1.00 per share for a minimum of 10 consecutive trading days on or before January 31, 2019. The Panel has since granted the Company an extension of the January 31, 2019 date through March 6, 2019 to evidence compliance with the minimum bid price requirement. The Company is taking definitive steps to timely evidence compliance with the terms of the Panel’s decision, including by seeking shareholder approval for the implementation of a reverse stock split; however, there can be no assurance that the Company will be able to do so.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3.1 [Amendment to Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock.](#)

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: January 31, 2019

TROVAGENE, INC.

By: /s/ Thomas Adams

Thomas Adams
Chief Executive Officer

**AMENDMENT NO. 1 TO THE
CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS
OF
SERIES C CONVERTIBLE PREFERRED STOCK**

PURSUANT TO SECTION 151 OF THE
DELAWARE GENERAL CORPORATION LAW

Trovagene, Inc., a Delaware corporation (the "Corporation"), pursuant to the provisions of Section 151 of the General Corporation Law of the State of Delaware, does hereby certify that:

First: The name of the Corporation is Trovagene, Inc.

Second: The Certificate of Designation of Preferences, Rights and Limitations of Series C Convertible Preferred Stock was filed with the Secretary of State on January 28, 2019.

Third: Section 5 of the Certificate of Designation is hereby amended and restated as follows:

Voting. The holders of Series C Preferred Stock shall have the right to vote as-if-converted to Common Stock (limited to 93.41% of the then as if converted Common Stock) all matters submitted to a vote of holders of the Corporation's common stock, including the election of directors, and all other matters as required by law. There is no right to cumulative voting in the election of directors. The holders of Series C Preferred Stock shall vote together with all other classes and series of common stock of the Corporation as a single class on all actions to be taken by the common stock holders of the Corporation except to the extent that voting as a separate class or series is required by law.

Fourth: The foregoing Amendment of the Certificate of Designation was duly authorized by the Board of Directors of the Corporation.

IN WITNESS WHEREOF the undersigned has signed this Amendment this 31st day of January, 2019.

TROVAGENE, INC.

By: /s/ Vicki Kelemen

Name: Vicki Kelemen

Title: VP Corporate Communications