

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): April 16, 2009

XENOMICS, INC.

(Exact name of registrant as specified in its charter)

Florida
(State of Incorporation)

333-103083
(Commission File Number)

04-3721895
(IRS 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)

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))
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Item 3.02 Unregistered Sales of Equity Securities.

Disclosure concerning the issuance of options exempt from registration pursuant to Sections 4(2) and 4(6) of the Securities Act of 1933, as amended (the "Securities Act") is incorporated herein by reference to the disclosure set forth in Section 5.02 of this report.

Item 5.01 Changes in Control of Registrant.

Disclosure concerning the understandings between a newly appointed director and certain shareholders is incorporated herein by reference to the disclosure set forth in Section 5.02 of this report.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers' Compensatory Arrangements of Certain Officers.

On April 16, 2009, the holders of a majority of outstanding shares of Common Stock of Xenomics, Inc. (the "Company") delivered a consent (the "Consent") which removed Kira Sheinerman, Ph.D. as a director and terminated all authority previously given to Dr. Sheinerman to act on the Company's behalf. Accordingly, Dr. Sheinerman served as a member of the Executive Committee of the Company's board of directors. The Consent appointed Thomas H. Adams, Ph.D. to fill the vacancy created by Dr. Sheinerman's removal and appointed him to serve as Chairman of the Board. The Consent authorized Dr. Adams to preside over meetings of the Company's board of directors and, in the absence of a President or Chief Executive Officer, exercise the powers pertaining to the most senior executive officer of the Company, including evaluating the Company's business, intellectual property and prospects, formulating a strategic plan, moving the Company's executive offices and research facilities to San Diego, hiring and retaining executive and administrative officers at compensation approved by the Compensation Committee of the Company's board of directors and generally managing and overseeing the affairs of the Company. A Notice of Shareholder Consent was mailed to the record holders of shares of the Company's Common Stock in accordance with Florida law on April 30, 2009. Since the Company is not registered or required to be registered pursuant to Section 12(g) of the Securities Act of 1934, as amended (the "Exchange Act"), neither the consent process nor the notice given to shareholders was subject to Section 14(a) or (c) of the Exchange Act.

On April 21, 2009, the Company's board of directors accepted the consent, confirmed the appointment of Dr. Adams as a director, Chairman of the Board, appointed him to be a member of the Executive Committee of the board of directors, and delegated to him the authority described above, pending the appointment of a full time Chief Executive Officer. The board of directors, with the approval of the Compensation Committee, granted 4,800,000 ten year options to Dr. Adams to purchase shares of the Company's common stock for \$0.50 per share which will vest in three equal annual installments. Dr. Adams is an accredited investor and the grant of options to him is claimed to be exempt from registration under the Securities Act pursuant to Section 4(2) for transaction not involving a public offering or Section 4(2) transactions with accredited investors.

Dr. Adams served as a director of the Company from October 2004 to December 2005. He serves as a director of Synergy Pharmaceuticals, Inc. (OTCBB:SGYP), a majority owned subsidiary of Callisto Pharmaceuticals, Inc. (OTCBB:CLSP) having been appointed to the board of Synergy in July 2008. Synergy is a development stage biopharmaceutical company focused primarily on the development of drugs to treat gastrointestinal disorders and diseases. Since June 2005, Dr. Adams has served as a director of IRIS International, Inc. (Nasdaq:IRIS), a diagnostics company, and as Corporate Vice President and Chief Technology Officer of IRIS since April 2006. Dr. Adams co-founded Leucadia Technologies, which was acquired by IRIS in April 2006 and has been its Chief Executive Officer since September 1998, and serves as Chairman and Chief Executive Officer of Iris Molecular Diagnostics, Inc., an IRIS subsidiary. He is a seasoned corporate executive and scientist with extensive medical technology experience. From 1989 to 1997, he served as Chief Executive Officer of Genta, Inc. In 1984, he co-founded Gen-Probe Inc. and served as Chairman and Chief Executive Officer until its acquisition by Chugai Biopharmaceuticals, Inc. in 1989. He was a member of the founding team of Hybritech Inc. From 1980 to 1984, Dr. Adams served as Senior Vice President of Research and Development and Chief Technology Officer of Hybritech which developed the PSA test for prostate cancer, along with numerous other diagnostic products and which was acquired by Eli Lilly and Company in 1986. Eli Lilly and Co. subsequently achieved the first U.S. Food and Drug Administration clearance for a monoclonal antibody diagnostic product. Previous positions held by Dr. Adams include Vice President of Clinical Chemistry Research and Development at Technicon Instruments Corp., and Director of Research and Development at Baxter International Inc.'s (NYSE: BAX) Baxter Laboratories. He has also held management positions at the Hyland Division of Baxter Travenol. He co-founded Genta, Inc. and serves as its Chairman Emeritus. Dr. Adams has been a Director of La Jolla Pharmaceutical Co. (NASDAQ: LJPC) since 1991, and of XiFin, Inc. since 1997. He served as a Director of Biosite Diagnostics, Inc., from 1989 to 1998, of Life Technologies Inc. from 1992 to 2001 and of Invitrogen (Nasdaq:IVGN), after the merger of Life Technologies with Invitrogen, from 2001 to 2003. Dr. Adams currently serves as a director of La Jolla Pharmaceutical Co. (Nasdaq:LJPC) which develops and markets novel therapeutics for antibody-mediated autoimmune diseases. Dr. Adams holds a Ph.D. in Biochemistry from the University of California, at Riverside.

The consent authorized the retention of Dr. Adams as a consultant for a term of three years at an annual stipend of \$100,000, payable monthly, and authorized the board to fill vacancies on the board exclusively from nominees submitted by Dr. Adams until April 30, 2010.

Except as set forth above, there are no arrangements or understandings between Dr. Adams and any other person pursuant to which Dr. Adams was appointed Chairman of the Board nor is there a family relationship between any director or executive officer and Dr. Adams. Dr. Adams has not entered into any related party transactions with the registrant that are required to be disclosed pursuant to Item 404(a) of Regulation S-K.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits.

Exhibit
Number

17 Not applicable.

20.1 Xenomics Notice of Shareholder Consent dated April 30, 2009.

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: May 4, 2009

By: /s/ Gary Anthony
Gary Anthony,
Vice President and Controller

XENOMICS, INC.
One Deer Park Drive, Suite F
Monmouth Junction, NJ 08852

Notice of Shareholder Consent

Dated April 30, 2009

Notice is hereby given pursuant to the Florida Business Corporation Law to holders of the Common Stock of Xenomics, Inc. a Florida corporation (the "Company") that the holders of more than a majority of outstanding shares delivered a consent to Xenomics on April 16, 2009 which removed Kira Sheinerman, Ph.D. as a director and appointed Thomas H. Adams, Ph.D. to fill the vacancy created by her removal. A copy of the form of consent is annexed to this Notice as Exhibit A.

On April 21, 2009, the Company's board of directors accepted the consent and appointed Dr. Adams as Chairman of the Board. Pending the appointment of a full time chief executive officer, the board delegated authority to Dr. Adams to exercise the powers appertaining the most senior executive officer of the Company. In lieu of the options described in the consent, the board of directors, with the approval of the Compensation Committee, granted 4,800,000 ten year options to purchase shares of the Company's common stock for \$0.50 per share which will vest in three equal annual installments.

Dr. Adams is the co-founder of a number of successful diagnostic and pharmaceutical companies including Genprobe Inc, Hybritech Inc., Genta Inc. and LeucadiaTechnologies, Inc. Today Genprobe Inc is the world leader in diagnostics to detect and monitor sexually transmitted diseases, with a market cap of approximately \$2.5 billion dollars. Hybritech Inc. was the developer of the PSA test, the most widely used diagnostic test for adult males, to measure risk of prostate cancer. Dr Adams is a senior executive of Iris Inc. which acquired Leucadia Technologies in 2006.

NO CONSENT IS REQUESTED FROM YOU AND YOU NEED NOT REPLY TO THIS NOTICE.

Gary S. Jacob, Ph.D.

Secretary and member of the Board

**RESOLUTION BY WRITTEN CONSENT OF HOLDERS OF
A MAJORITY OF THE OUTSTANDING COMMON STOCK OF
XENOMICS, INC.
(a Florida Corporation)**

The undersigned, being the holders of a outstanding shares of capital stock of the Xenomics, Inc., a Florida corporation (the "Company"), acting pursuant to Article II, Section 6 of the Bylaws of the Company, do hereby adopt the following resolutions:

RESOLVED, that Kira Sheinerman is hereby removed as a director of the Company pursuant to Article III, Section 5 of the Company's Bylaws.

RESOLVED, that any and all authority heretofore given to Ms. Sheinerman by express resolution of the Board of Directors of the Company or implicitly by apparent authority is hereby terminated.

RESOLVED, that Thomas Adams is hereby elected to serve on the Company's board of directors and appointed "Chairman of the Board" having the authority to preside over meetings of the Company's board of directors and, in the absence of a President or Chief Executive Officer, the powers pertaining to the most senior executive officer of the Company until the next annual meeting of the shareholders of the Company or his earlier resignation or removal, subject to his written acceptance of his election as such.

RESOLVED, that, subject to the ratification of the Compensation Committee of the Company's board of directors, Mr. Adams (i) be granted 3,800,000 ten year options to purchase shares of the Company's common stock exercisable at the market price on the effective date of the grant (consistent with the Company's stock option plan and presently anticipated to be approximately \$0.30 per share), which shall vest in equal installments on April 6, 2010, 2011 and 2012 provided Mr. Adams in then still associated with the Company as a director, officer or consultant and that once vested, such options may be exercised until their expiration and (ii) be retained as a consultant to the Company at an annual stipend of \$100,000 for a term of three years, payable in monthly installments.

RESOLVED, that Mr. Adams shall, in his capacity as Executive Chairman, be given the authority to evaluate the Company's business, intellectual property and prospects, formulate a strategic plan, move the Company's executive offices and research facilities to San Diego, hire and retain executive and administrative officers at compensation approved by the Compensation Committee of the Company's board of directors and generally manage and oversee the affairs of the Company

RESOLVED, that the number of directors constituting the entire board be fixed at five, and such number shall not be increased by resolution of the board of directors unless subsequently approved by the holders of not less than the majority of the outstanding shares of the Company's common stock at a meeting or by written consent.

RESOLVED, that the vacancies remaining on the board of directors be filled by the vote or written of not less than a majority of the remaining directors exclusively from nominations submitted by Mr. Adams on or before April 30, 2010.

RESOLVED, that the actions taken by this consent shall be filed with the minutes of the Company's board of directors and shall be effective when signed by the holders of a majority of the outstanding shares of common stock and may be signed in one or more counterparts which shall together be construed as a single instrument.

RESOLVED FURTHER, that the proper officers of the Company be, and hereby are, authorized and empowered to execute and deliver all documents and agreements and to do such further acts and things as may be necessary and advisable in their judgment to carry out the intent and accomplish the purpose of the foregoing resolutions.

April 6, 2009 (Date First Consent Was Executed)

[Signatures of Holders]