

CLEARSIGN COMBUSTION CORP

Form 8-K

May 15, 2012

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): May 15, 2012

CLEARSIGN COMBUSTION CORPORATION

(Exact name of registrant as specified in Charter)

Washington

001-35521

26-2056298

(State or other jurisdiction of

(Commission File No.) (IRS Employee Identification No.)

incorporation or organization)

12870 Interurban Avenue South

Seattle, Washington 98168

(Address of Principal Executive Offices)

206-673-4848

(Issuer Telephone number)

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 8.01 Other Events

On May 15, 2012, ClearSign Combustion Corporation (“we” or “our”) issued a press release announcing that our underwriter, MDB Capital Group LLC, exercised in full its over-allotment option to purchase an additional 450,000 shares of our common stock at a price of \$4.00 per share, for gross proceeds of \$1.8 million. The net proceeds of the over-allotment after deducting underwriting discounts and commissions and estimated offering expenses are expected to be approximately \$1,642,500. With the exercise of the over-allotment option, the gross proceeds of our initial public offering total \$13.8 million. The press release is included as Exhibit 99.1 to this Current Report on Form 8-K, and is incorporated by reference herein. The description of the press release is qualified in its entirety by reference to such Exhibit.

Item 9.01 Financial Statements and Exhibits

Exhibit 99.1 Press release dated May 15, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: May 15, 2012

CLEARSIGN
COMBUSTION
CORPORATION

By: /s/ James N. Harmon
James N. Harmon
Chief Financial Officer

EXHIBIT INDEX

Exhibit No. Description

99.1 Press release dated May 15, 2012