

TRANSENERIX INC.
Form 8-K/A
April 04, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

March 31, 2014

Date of Report (date of earliest event reported)

TransEnterix, Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

0-19437
(Commission
File Number)

11-2962080
(I.R.S. Employer
Identification Number)

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635 Davis Drive, Suite 300

Morrisville, North Carolina

(Address of principal executive offices)

919-765-8400

(Registrant's telephone number, including area code)

Not Applicable

(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 (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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The purpose of this Form 8-K/A is to file the specimen Certificate for the common stock of TransEnterix, Inc. (the Company) to reflect the new CUSIP Number.

The Company filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, as amended, on March 31, 2014 (the Amendment). The Amendment was filed to amend the Amended and Restated Certificate of Incorporation to reflect a reverse stock split of the Company s common stock, par value \$0.001 per share that had been approved by a majority of its stockholders and designated and approved by the Board of Directors. Pursuant to the reverse stock split, at the effective time each five (5) shares of common stock issued and outstanding were combined into one (1) validly issued, fully paid and nonassessable share of common stock. The Amendment provides that no fractional shares will be issued; the Company shall pay in cash the fair value of such fractional shares.

The Amendment was filed as Exhibit 3.1 to the Form 8-K filed on April 1, 2014 (Items 5.03 and 9.01) and is incorporated herein by reference. The Specimen Common Stock Certificate is filed as Exhibit 4.1 to this Form 8-K/A.

The Company s common stock is listed for trading on the OTC Bulletin Board. Concurrently with the effectiveness of the reverse stock split, a D was appended to the Company s trading symbol, TRXC, which will be removed twenty business days after the effective date of the reverse stock split, or earlier if the Company s common stock is listed on the NYSE MKT.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of TransEnterix, Inc., filed with the Secretary of the State of Delaware on, March 31, 2014 (incorporated by reference to the Company s Current Report on Form 8-K filed April 1, 2014).
4.1	Specimen certificate of Common Stock of the Company.

SIGNATURES

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, thereunto duly authorized.

TRANSENERIX, INC.

Date: April 4, 2014

/s/ Joseph P. Slattery
Joseph P. Slattery
Executive Vice President and Chief Financial Officer