

TrovaGene Inc.
Form 8-K
February 15, 2012

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): **February 10, 2012**

TrovaGene, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

27-2004382
IRS Employer
Identification No.)

11055 Flintkote Avenue, Suite B

San Diego, CA 92121

(Address of principal executive offices)

Registrant's telephone number, including area code: **(858) 217-4838**

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(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))
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Item 3.02 Unregistered Sale of Equity Securities

On February 10, 2012 and February 14, 2012, Trovogene, Inc. (the Company) entered into a securities purchase agreement with certain accredited investors for the sale of 1,900,000 units (the Units) of the Company in a private placement (the Offering), each unit consisting of one share of common stock and one warrant to purchase one share of common stock (the Warrant). The gross proceeds to the Company from the sale of the Units was \$950,000. The purchase price paid by the investors was \$0.50 per Unit. The Warrants expire on December 31, 2018 and are exercisable at \$0.50 per share. In connection with the private placement, the Company paid \$60,500 and issued 74,700 units to various selling agents. The above description of the Warrant is qualified in its entirety by reference to the form of Warrant, which is filed as Exhibit 4.1 hereto and is incorporated herein by reference. In connection with the offer and sale of the securities to the investors, the Company relied on the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

4.1 Form of Warrant.

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: February 15, 2012

TROVAGENE, INC.

By: /s/ Antonius Schuh
Antonius Schuh
Chief Executive Officer