

Invitae Corp
Form 8-K/A
January 26, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934
Date of Report: November 14, 2017
(Date of earliest event reported)

Invitae Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of

001-36847
(Commission

27-1701898
(I.R.S. employer

incorporation or organization) **File Number)** **identification number)**
1400 16th Street, San Francisco, California 94103

(Address of principal executive offices, including zip code)

(415) 374-7782

(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 (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))

Indicate by check mark whether the registrant is an emerging growth company 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.

EXPLANATORY NOTE

On November 14, 2017, Invitae Corporation (Invitae), filed a Current Report on Form 8-K (the Original Form 8-K) with the Securities and Exchange Commission (the Commission) to report the completion of its previously announced acquisition of CombiMatrix Corporation (CombiMatrix) in accordance with the terms of the Agreement and Plan of Merger and Reorganization, dated as of July 31, 2017 (the Merger Agreement), by and among Invitae, Coronado Merger Sub, Inc., a wholly owned subsidiary of Invitae (Merger Sub), and CombiMatrix, pursuant to which Merger Sub merged with and into CombiMatrix, with CombiMatrix surviving as a wholly owned subsidiary of Invitae (the Merger).

The audited financial statements of CombiMatrix as of and for the year ended December 31, 2016 required by Item 9.01(a) were previously filed with the Commission on September 13, 2017 as part of Invitae's Registration Statement on Form S-4 (No. 333-220447), which was declared effective by the Commission on October 5, 2017. Pursuant to General Instruction B.3 of Form 8-K, such financial statements were not required to be filed with the Original Form 8-K. Invitae stated in the Original Form 8-K that it intended to file the interim financial statements of CombiMatrix required by Item 9.01(a) and the pro forma financial information required by Item 9.01(b) as part of an amendment to the Original Form 8-K not later than 71 calendar days after the date the Original Form 8-K was required to be filed. Invitae hereby amends the Original Form 8-K in order to file (i) the historical unaudited consolidated financial statements of CombiMatrix as of September 30, 2017 and for the three and nine months ended September 30, 2017 and September 30, 2016 as required by Item 9.01(a) and (ii) the pro forma condensed combined financial information of Invitae as required by Item 9.01(b), and, for ease of reference, is also filing herewith the audited historical consolidated financial statements of CombiMatrix as of and for the year ended December 31, 2016 included in Exhibit 99.2.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

The audited consolidated financial statements of CombiMatrix as of and for the year ended December 31, 2016, together with the report thereon of Haskell & White LLP included in the audited consolidated financial statements of CombiMatrix as of December 31, 2016 and December 31, 2015 and for each of the years then ended, are attached hereto as Exhibit 99.2.

The unaudited consolidated balance sheet of CombiMatrix as of September 30, 2017, and the unaudited consolidated statements of operations of CombiMatrix for the three and nine months ended September 30, 2017 and September 30, 2016, are attached hereto as Exhibit 99.3.

(b) Pro Forma Financial Information.

The unaudited pro forma condensed combined balance sheet of Invitae as of September 30, 2017, and the unaudited pro forma condensed combined statements of operations of Invitae for the year ended December 31, 2016 and for the nine months ended September 30, 2017, each giving effect to the Merger, are attached hereto as Exhibit 99.4.

(d) Exhibits

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Exhibit

No.	Description
2.1*^	<u>Agreement and Plan of Merger and Reorganization, dated as of July 31, 2017, by and among Invitae Corporation, Coronado Merger Sub, Inc. and CombiMatrix Corporation (incorporated by reference to Exhibit 2.1 to Invitae Corporation's Current Report on Form 8-K filed on August 1, 2017).</u>
23.1	<u>Consent of Haskell & White LLP.</u>
99.1*	<u>Press release issued by Invitae Corporation on November 15, 2017.</u>
99.2	<u>Audited consolidated financial statements of CombiMatrix Corporation as of and for the year ended December 31, 2016 included in the audited consolidated financial statements of CombiMatrix Corporation as of December 31, 2016 and December 31, 2015 and for the years then ended.</u>
99.3	<u>Unaudited consolidated balance sheet of CombiMatrix Corporation as of September 30, 2017, and the unaudited consolidated statements of operations of CombiMatrix Corporation for the three and nine months ended September 30, 2017 and September 30, 2016.</u>
99.4	<u>Unaudited pro forma condensed combined balance sheet of Invitae as of September 30, 2017, and the unaudited pro forma condensed combined statements of operations of Invitae for the year ended December 31, 2016 and for the nine months ended September 30, 2017.</u>

* Previously filed.

^ The schedules and exhibits to this agreement have been omitted pursuant to Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished to the SEC upon request.

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 26, 2018

INVITAE CORPORATION

By: /s/ Shelly D. Guyer

Name: Shelly D. Guyer

Title: Chief Financial Officer