

DERMTECH, INC.

FORM 8-K (Current report filing)

Filed 10/18/19 for the Period Ending 10/16/19

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SIC Code	8071 - Services-Medical Laboratories
Industry	Medical Equipment, Supplies & Distribution
Sector	Healthcare
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**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): October 16, 2019

DERMTECH, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38118
(Commission
File Number)

84-2870849
(IRS Employer
Identification No.)

11099 N. Torrey Pines Road, Suite 100
La Jolla, CA 92037
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code (858) 450-4222

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	DMTK	The Nasdaq Capital Market

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. ☐

INTRODUCTORY NOTE

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

By letter dated October 16, 2019, DermTech, Inc., or the Company, was notified by The Nasdaq Stock Market LLC, or Nasdaq, that the Nasdaq Hearings Panel, or the Panel, determined to delist the Company's warrants previously trading on The Nasdaq Capital Market under the ticker symbol "DMTKW", or the Public Warrants, due to the Company's failure to demonstrate compliance with Nasdaq Listing Rule 5515(a)(4), which requires the Company to have a minimum of 400 round lot holders of its publically traded warrants. Accordingly, the Company's Public Warrants were suspended from The Nasdaq Capital Market effective at the open of trading on October 18, 2019, at which time the Public Warrants became available for quotation under the trading symbol "DMTKW" on the Pink Market operated by OTC Markets Group Inc. Information regarding OTC Markets Group Inc. can be found at www.otcmarkets.com. Following the expiration of all review periods, Nasdaq will file a Form 25 with the Securities and Exchange Commission to formally delist the Company's Public Warrants.

Item 8.01. Other Events.

On October 18, 2019, the Company issued a press release announcing that the Panel has granted the Company's request for continued listing of its common stock on The Nasdaq Capital Market, subject to compliance with certain conditions. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K. The contents of the press release are hereby incorporated by reference.

Item 9.01. Exhibits.

(d) Exhibits.

The list of exhibits is set forth on the Exhibit Index of this Current Report on Form 8-K and is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>	<u>Filed Herewith</u>	<u>Form</u>	<u>Incorporated by Reference File No.</u>	<u>Date Filed</u>
99.1	<u>Press Release, dated October 18, 2019</u>	X			

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 hereunto duly authorized.

DERMTECH, INC.

Date: October 18, 2019

By: /s/ Kevin Sun

Name: Kevin Sun

Title: Chief Financial Officer



DermTech Announces Common Stock Will Continue Trading on The Nasdaq Capital Market; Warrant Delisting from The Nasdaq Capital Market

LA JOLLA, CA.—October 18, 2019—(BUSINESS WIRE)—DermTech, Inc. (NASDAQ: DMTK) (“DermTech” or the “Company”), a leader in precision dermatology enabled by a non-invasive skin genomics platform, announced today its common stock will continue trading on The Nasdaq Capital Market under the symbol “DMTK.” On October 16, 2019, the Nasdaq Hearings Panel (the “Panel”) notified DermTech that it has granted the Company’s request for continued listing of its common stock on The Nasdaq Capital Market because the Company meets all of the requirements for initial listing.

The Panel also determined to delist the Company’s warrants previously trading on The Nasdaq Capital Market under the ticker symbol “DMTKW” (the “Public Warrants”) due to the Company’s failure to demonstrate compliance with Nasdaq Listing Rule 5515(a)(4), which requires the Company to have a minimum of 400 round lot holders of its publicly traded warrants. Accordingly, the Company’s Public Warrants were suspended from The Nasdaq Capital Market effective at the open of trading on October 18, 2019. On the same day, the Public Warrants became available for quotation under the symbol “DMTKW” on the Pink Market operated by OTC Markets Group Inc. Quotes can be found at www.otcm Markets.com.

About DermTech:

DermTech is a leader in the new category of medicine, precision dermatology. DermTech’s mission is to transform the practice of dermatology through more accurate diagnosis and treatment, and the elimination of unnecessary surgery, leading to improved patient care and lower costs. DermTech provides genomic analysis of skin samples collected non-invasively using an adhesive patch rather than a scalpel. DermTech markets and develops products that facilitate the early detection of skin cancers, assess inflammatory diseases, and customize drug treatments. For additional information on DermTech, please visit DermTech’s investor relations site at: www.dermtech.com.

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. The expectations, estimates, and projections of DermTech may differ from their actual results and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, expectations with respect to the Company’s ability to maintain its listing on The Nasdaq Capital Market. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside of the control of DermTech and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the outcome of any legal proceedings that may be instituted against the company; (2) the inability to maintain the listing of the company’s securities on Nasdaq; (3) the ability to recognize the anticipated benefits of the recently completed business combination, which may be affected by, among other things, competition, the ability of the company to grow and manage growth profitably and retain its key employees; (4) costs related to or resulting from the business combination; (5) changes in applicable laws or regulations; (6) the demand for the company’s services together with the possibility that the company may be adversely affected by other economic, business, and/or competitive factors; and (7) other risks and uncertainties included in (x) the “Risk Factors” sections of the Registration Statement on Form S-4 filed with the SEC by the company, and (y) other documents filed or to be filed with the SEC by the company. DermTech cautions that the foregoing list of factors is not exclusive. You should not place undue reliance upon any forward-looking statements, which speak only as of the date made. DermTech does not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in their expectations or any change in events, conditions, or circumstances on which any such statement is based.

Company Contact:

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