

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

December 11, 2019
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)

635 Davis Drive, Suite 300
Morrisville, North Carolina 27560

(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))

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock \$0.001 par value per share	TRXC	NYSE American

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.

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

TransEnterix, Inc. (the “Company”) filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware on December 11, 2019 (the “Amendment”). The Amendment was filed to effectuate a reverse stock split of the Company’s Common Stock, par value \$0.001 per share (“Common Stock”). Pursuant to the reverse stock split, at the effective time each thirteen (13) shares of Common Stock issued and outstanding were combined into one (1) validly issued, fully paid and non-assessable share of Common Stock. The par value per share remains the same. The Amendment provides that no fractional shares will be issued; the Company will round up any fractional share resulting from the reverse stock split to the nearest whole share. The reverse split ratio selected by the Board of Directors was selected pursuant to the authority granted to the Board of Directors by stockholders at the Special Meeting described below in Item 5.07. The disclosure in Item 5.07 of this Form 8-K is incorporated by reference into this Item 5.03. A copy of the Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 5.07 - Submission of Matters to a Vote of Security Holders.

At a Special Meeting of Stockholders of the Company held on December 11, 2019, the total number of shares represented in person or by proxy was 203,086,326 of the 255,652,460 shares of Common Stock outstanding and entitled to vote at the Special Meeting as of the record date, November 4, 2019.

The Stockholders voted to approve and authorize the Board of Directors to effect a reverse stock split of Common Stock within a range of not less than one-for-ten and not more than one-for-forty shares, in its discretion, provided that any fractional shares resulting from the reverse stock split shall be automatically rounded up to the next whole share, and to reduce the authorized shares of Common Stock to 500,000,000 shares in the event of a reverse stock split at a ratio of one-for-twenty through one-for-thirty or to 250,000,000 shares in the event of a reverse stock split at a ratio over one-for-thirty. In connection with such reverse stock split, the stockholders approved a corresponding amendment of the Company’s Amended and Restated Certificate of Incorporation, as amended:

158,566,906 votes	FOR the resolution
43,559,556 votes	AGAINST the resolution
959,864 votes	ABSTAIN

The proxy statement for the Special Meeting of Stockholders included a proposal to adjourn the meeting, if necessary, which proposal was not needed because the Reverse Stock Split proposal received sufficient votes for approval.

On December 11, 2019, the Company issued a press release announcing the results of the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, of TransEnterix, Inc., filed with the Secretary of the State of Delaware on December 11, 2019
99.1	Press Release, dated December 11, 2019

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.

TransEnterix, Inc.

/s/ Anthony Fernando

Anthony Fernando

Chief Executive Officer

Date: December 11, 2019

TransEnterix Announces One-for-Thirteen Reverse Stock Split of its Common Stock

Morrisville, North Carolina (December 11, 2019) — TransEnterix, Inc. (NYSE American: TRXC) today announced that, following approval of a reverse stock split range and authorized share reduction by stockholders at a special meeting of stockholders earlier today, the TransEnterix's Board of Directors determined to effect a reverse stock split of TransEnterix's common stock at a ratio of one-for-thirteen. The applicable Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation, as amended, was filed with the Delaware Secretary of State today and will become effective at 5:00 p.m. Eastern Time on December 11, 2019.

TransEnterix's common stock will begin trading on a split-adjusted basis when markets open on December 12, 2019. TransEnterix common stock will continue to trade on the NYSE American under the symbol "TRXC," although a new CUSIP number (89366M 300) has been assigned to it as a result of the reverse stock split.

No fractional shares are issued in connection with the reverse stock split. TransEnterix will round up any fractional shares resulting from the reverse stock split to the nearest whole share.

Additional information about the reverse stock split can be found in TransEnterix's definitive proxy statement on Schedule 14A, filed with the U.S. Securities and Exchange Commission (the "SEC") on November 18, 2019, and available free of charge at the SEC's website, www.sec.gov, or TransEnterix's website, www.transenterix.com.

About TransEnterix

TransEnterix is a medical device company that is digitizing the interface between the surgeon and the patient to improve minimally invasive surgery by addressing the clinical and economic challenges associated with current laparoscopic and robotic options in today's value-based healthcare environment. The Company is focused on the commercialization of the Senhance® Surgical System, which digitizes laparoscopic minimally invasive surgery. The system allows for robotic precision, haptic feedback, surgeon camera control via eye sensing and improved ergonomics while offering responsible economics. The Senhance Surgical System is available for sale in the US, the EU, and select other countries.

CONTACT:

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invest@transenterix.com

Delaware

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The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "TRANSENERIX, INC.", FILED IN THIS OFFICE ON THE ELEVENTH DAY OF DECEMBER, A.D. 2019, AT 10:12 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE ELEVENTH DAY OF DECEMBER, A.D. 2019 AT 5 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2170033 8100
SR# 20198562160

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK". Below the signature is a horizontal line, and underneath the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 204187031
Date: 12-11-19

**CERTIFICATE OF AMENDMENT TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
TRANSENERIX, INC.**

TransEnterix, Inc., a corporation organized and existing under the laws of the State of Delaware (the "**Corporation**"), certifies that:


1. The name of the Corporation is TransEnterix, Inc. The Corporation was originally incorporated under the name "NCS Ventures Corp". The Corporation's original Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 19, 1988.

2. This Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended (the "**Certificate of Incorporation**"), was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware, and has been duly approved by the stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.

3. The text of the Certificate of Incorporation is amended to read as set forth in EXHIBIT A attached hereto.

4. This Certificate of Amendment shall become effective on December 11, 2019, at 5:00 p.m. Eastern Time.

IN WITNESS WHEREOF, TransEnterix, Inc. has caused this Certificate of Amendment to its Amended and Restated Certificate of Incorporation to be signed by Anthony Fernando, a duly authorized officer of the Corporation, on December 11, 2019.



Name: Anthony Fernando
Title: Chief Executive Officer

EXHIBIT A

Article FOURTH is hereby amended to be and read in full as follows:

“FOURTH: Immediately following the filing and effectiveness of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation (the “*Effective Time*”), and without any further action on the part of the Corporation or any stockholder, each currently outstanding thirteen (13) shares of common stock of the Corporation will be combined and converted into one (1) share of common stock of the Corporation (the “*Reverse Split*”). No fractional shares shall be issued upon the Reverse Split. In lieu of the issuance of fractional shares and in accordance with Section 155 of the DGCL, the Corporation shall pay in cash the fair value of such fraction of a share immediately upon the consummation of the Reverse Split. Following the Reverse Split, each record holder of a certificate shall be deemed to be the holder of record of the number of shares of common stock as effected by the Reverse Split, notwithstanding that the certificates representing such shares of common stock shall not have been surrendered at the office of the Corporation. The Corporation shall, upon request of each record holder of a certificate, issue and deliver to such holder in exchange for such certificate a new certificate representing the reduced number of shares after giving effect to the Reverse Split. All further references to numbers of shares and all further amounts stated on a per share basis contained in this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, are referenced and stated after giving effect to the Reverse Split.

The aggregate number of shares of all classes of capital stock which the Corporation shall have authority to issue is 775,000,000, of which 750,000,000 shall be common stock, par value \$0.001 per share, and 25,000,000 shall be preferred stock, par value \$0.01 per share. The board of directors of the Corporation may determine the times when, the terms under which and the consideration for which the Corporation shall issue, dispose of or receive subscriptions for its shares, including treasury shares, or acquire its own shares. The consideration for the issuance of the shares shall be paid in full before their issuance and shall not be less than the par value per share. Upon payment of such consideration, such shares shall be deemed to be fully paid and non-assessable by the Corporation.

A description of the different classes and series of the Corporation’s capital stock and a statement of the powers, designations, preferences, limitations and relative rights of the shares of each class of and series of capital stock are as follows:

A. Common Stock. Except as provided in this Article (or in any resolution or resolutions adopted by the board of directors pursuant hereto) the holders of the common stock shall exclusively possess all voting power. Each holder of shares of common stock shall be entitled to one vote for each share held by such holder. There shall be no cumulative voting rights in the election of directors. Each share of common stock shall have the same relative rights as and be identical in all respects with all shares of common stock.

Whenever there shall have been paid, or declared and set aside for payment, to the holders of the outstanding shares of any class of stock having preference over the common stock as to the payment of dividends, the full amount of dividends and/or sinking fund or other retirement payments, if any, to which such holders are respectively entitled in preference to the common stock, then dividends may be paid on the common stock and on any class or series of stock entitled to participate therewith as to dividends, out of any assets legally available for the payment of dividends but only when and as declared by the board of directors.

In the event of any liquidation, dissolution or winding up of the Corporation, after there shall have been paid to or set aside for the holders of any class having preferences over the common stock in the event of liquidation, dissolution or winding up of the full preferential amounts to which they are respectively entitled, the holders of the common stock, and of any class or series of stock entitled to participate therewith, in whole or in part, as to distribution of assets, shall be entitled after payment or provision for payment of all

debts and liabilities of the Corporation, to receive the remaining assets of the Corporation available for distribution, in cash or in kind.

B. Preferred Stock. The board of directors of the Corporation is authorized, subject to limitations prescribed by law and the provisions of this Article, to provide by resolution for the issuance of preferred stock in series, including convertible preferred stock, to establish from time to time the number of shares to be included in each such series, and to fix the designations, powers, preferences and relative, participating, optional and other special rights of the shares of each such series and the qualifications, limitations or restrictions thereof.

The authority of the board of directors with respect to each series shall include, but not be limited to, determination of the following:

(a) The number of shares constituting that series and the distinctive designation of that series;

(b) The dividend rate on the shares of that series, whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of that series;

(c) Whether that series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such rights;

(d) Whether that series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the board of directors shall determine;

(e) Whether or not the shares of that series shall be redeemable, and, if so, the terms and conditions of such redemption, including the date or dates after which they shall be redeemable, and the amounts per share payable in case of redemption, which amounts may vary under different conditions and at different redemption dates;

(f) Whether the series shall have a sinking fund for the redemption or purchase of shares of that series, and, if so, the terms and amounts of such sinking fund;

(g) The rights of the shares of that series in the event of voluntary or involuntary liquidation, dissolution, or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of that series; and

(h) Any other relative rights, preferences and limitations of that series.

No holder of any of the shares of any class of the Corporation shall be entitled as of right to subscribe for, purchase or otherwise acquire any shares of any class of the Corporation which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of any class of the Corporation or for the purchase of any shares, bonds, securities or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights, to subscribe for, purchase or otherwise acquire shares of any class of the Corporation; and any and all of such shares, bonds, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been reacquired and have treasury status, and any and all of such rights and options may be granted by the board of directors to such persons, firms, corporations and associations, and for such lawful consideration, and on such terms, as the board of directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.”
