
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):

July 10, 2015

TransEnterix, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-19437

11-2962080

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

635 Davis Drive, Suite 300, Morrisville, North
Carolina

27560

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

919-765-8400

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:

- 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))
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Item 8.01 Other Events.

On July 10, 2015, the underwriters of the TransEnterix, Inc. (the "Company") June 2015 public offering of common stock partially exercised the option to purchase additional shares granted to the underwriters to purchase 2,075,000 additional shares of the Company's common stock at a public offering price of \$3.00 per share. A copy of the press release announcing the exercise is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

1.1 Underwriting Agreement by and among TransEnterix, Inc. and Stifel Nicolaus & Company, Incorporated and RBC Capital Markets, LLC dated June 11, 2015 (incorporated by reference to Exhibit 1.1 to the Company's Current Report on Form 8-K dated June 11, 2015).

5.1 Opinion of Ballard Spahr LLP

99.1 Press Release of TransEnterix, Inc., issued July 13, 2015

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.

TransEnterix, Inc.

July 13, 2015

By: */s/ Joseph P. Slattery*

Name: Joseph P. Slattery

Title: EVP and CFO

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
5.1	Opinion of Ballard Spahr LLP
99.1	TransEnterix Press Release issued July 13, 2015

[BALLARD SPAHR LLP LETTERHEAD]

July 10, 2015

TransEnterix, Inc.
635 Davis Drive, Suite 300
Morrisville, NC 27560

RE: TransEnterix, Inc.

Ladies and Gentlemen:

We have acted as counsel to TransEnterix, Inc., a Delaware corporation (the “Company”) and are rendering this opinion in connection with a prospectus supplement, dated June 11, 2015 (the “Prospectus Supplement”), relating to Registration Statement on Form S-3 (File No. 333-199998) (the “Registration Statement”), filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), and the partial exercise by the Underwriters (as defined below) of an option to purchase 2,075,000 additional shares of common stock, par value \$0.001, of the Company (the “Option Shares”).

The Option Shares are to be sold by the Company pursuant to an Underwriting Agreement dated June 11, 2015 (the “Agreement”) entered into by and among the Company and Stifel Nicolaus & Company, Incorporated and RBC Capital Markets, LLC, as representatives of the several underwriters named therein (collectively, the “Underwriters”), which has been filed as Exhibit 1.1 to the Company’s Current Report on Form 8-K dated June 11, 2015.

We have examined originals or copies, certified or otherwise identified to our satisfaction, of (i) the Registration Statement and all exhibits thereto, (ii) the Prospectus Supplement, (iii) the Agreement, (iv) the Amended and Restated Certificate of Incorporation of the Company together with all amendments thereto, (v) the Amended and Restated Bylaws of the Company and (vi) certain resolutions of the Board of Directors of the Company and the Pricing Committee of the Board of Directors of the Company. We have also examined such corporate records and other agreements, documents and instruments, and such certificates or comparable documents of public officials and officers and representatives of the Company, and have made such inquiries of such officers and representatives and have considered such matters of law as we have deemed appropriate as the basis for the opinions hereinafter set forth.

In delivering this opinion, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as certified, photostatic or conformed copies, the authenticity of originals of all such latter documents, and the accuracy and completeness of all records, information and statements submitted to us by officers and representatives of the Company. In making our examination of documents executed by parties other than the Company, we have assumed that such parties had the power, corporate or other, to enter into and perform all obligations thereunder and have also assumed the due authorization of all requisite action, corporate or other, and execution and delivery by such parties of such documents and the validity and binding effect thereof with respect to such parties.

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www.ballardspahr.com

Based upon and subject to the limitations, qualifications and assumptions set forth herein, we are of the opinion that the Shares to be issued and sold by the Company have been duly authorized for issuance and, when issued and paid for in accordance with the terms and conditions of the Agreement, will be validly issued, fully paid and non-assessable.

We express no opinion as to the laws of any jurisdiction other than the present federal laws of the United States of America and the present laws of the State of Delaware.

We hereby consent to the filing of this opinion with the Commission as an exhibit to a Current Report on Form 8-K (and its incorporation by reference into the Registration Statement) in accordance with the requirements of Item 601(b)(5) of Regulation S-K promulgated under the Securities Act, and to the use of this firm’s name therein and in the Prospectus Supplement under the caption “Legal Matters.” In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Sincerely yours,

/s/ Ballard Spahr LLP

TransEnterix, Inc. Announces Exercise of Option to Purchase Additional Shares

RESEARCH TRIANGLE PARK, N.C. – July 13, 2015 – TransEnterix, Inc. (NYSE MKT: TRXC), a medical device company that is pioneering the use of robotics and flexible instruments to improve minimally invasive surgery, today announced that the underwriters of its previously announced public offering of common stock partially exercised the option to purchase additional shares granted at the time of the public offering and have purchased 2,075,000 shares of common stock at the public offering price of \$3.00 per share, less underwriting discounts and commissions.

Net proceeds from the original sale of 16,666,667 shares on June 17, 2015, and the partial exercise of the option to purchase additional shares on July 10, 2015, after deducting underwriting discounts and commissions and other estimated offering expenses, are expected to be approximately \$52.0 million.

As previously announced, net proceeds from this offering will be used for research and development, sales, marketing, and commercialization related to its SurgiBot™ System, working capital and other general corporate purposes.

Stifel and RBC Capital Markets acted as the joint book-running managers and Raymond James, BTIG and Ladenburg Thalmann acted as co-managers for the offering.

This offering was made pursuant to a prospectus supplement dated June 11, 2015 and accompanying prospectus dated December 19, 2014, filed as part of TransEnterix's effective \$100 million shelf registration statement. Copies of the prospectus supplement and accompanying prospectus relating to these securities may be obtained by contacting Stifel, Nicolaus & Company, Incorporated, Attention: Syndicate, One Montgomery Street, Suite 3700, San Francisco, California 94104, by calling (415) 364-2720 or by emailing Syndprospectus@stifel.com, or RBC Capital Markets, LLC, 200 Vesey Street, 8th Floor, New York, NY 10281-8098, Attention: Equity Syndicate, by calling (877) 822-4089 or by emailing equityprospectus@rbccm.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

About TransEnterix

TransEnterix is a medical device company that is pioneering the use of robotics and flexible instruments to improve minimally invasive surgery by addressing the economic and clinical challenges associated with current laparoscopic and robotic options. The company is focused on the development and commercialization of the SurgiBot System, a robotically enhanced laparoscopic surgical platform that allows the surgeon to be patient-side within the sterile field.

Forward Looking Statements

This press release includes statements relating to the offering of our common stock. These statements and other statements regarding our future plans and goals constitute "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Such statements are subject to risks and uncertainties that are often difficult to predict, are beyond our control, and which may cause results to differ materially from expectations and include our expectations regarding the offering and use of proceeds. For a discussion of the most significant risks and uncertainties associated with TransEnterix's business, please review our filings with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for the year ended December 31, 2014 and subsequent filings with the SEC. You are cautioned not to place undue reliance on these forward looking statements, which are based on our expectations as of the date of this press release and speak only as of the date of this press release. We undertake no obligation to publicly update or revise any forward looking statement, whether as a result of new information, future events or otherwise.

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