

Akers Biosciences, Inc.  
Form 8-K  
December 26, 2017

**U.S. 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): **December 19, 2017**

**AKERS BIOSCIENCES, INC.**

(Exact name of Company as specified in its charter)

**New Jersey**                      **001-36268**    **22-2983783**  
(State or other jurisdiction    (Commission    (IRS Employer  
of incorporation)              File Number) Identification No.)

**201 Grove Road**

**Thorofare, NJ 08086**

(Address of principal executive offices)

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(856) 848-2116

(Registrant's Telephone Number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company 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))

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

On December 19, 2017, Akers Biosciences, Inc. (the “Company”) filed a Certificate of Amendment to its Certificate of Incorporation with the State of New Jersey Department of Treasury, Division of Revenue & Enterprise Service (the “Certificate of Amendment”), establishing the rights, preferences, privileges, qualifications, restrictions, and limitations relating to its Series B Convertible Preferred Stock, no par value per share. The Certificate of Amendment became effective with the State of New Jersey upon filing.

A copy of the Certificate of Amendment is included as Exhibit 3.1 to this Report and is incorporated herein by reference.

**Item 8.01 Other Events.**

On December 21, 2017, the Company closed on its previously announced public offering of securities (the “Offering”) consisting of: (i) Class A Units consisting of 21,500,000 shares of our Common Stock and Warrants to purchase 21,500,000 shares of Common Stock, at a public offering price of \$0.15 per Class A Unit, and (ii) Class B Units consisting of 3,675 shares of our Series B Convertible Preferred Stock, with a stated value of \$1,000, and convertible into an aggregate of 24,500,000 shares of Common Stock, and Warrants to purchase 24,500,001 shares of Common Stock, at public offering price of \$1,000 per Class B Unit. The Warrants have an exercise price of \$0.1875, will be exercisable upon issuance and will expire five years from the date of issuance.

The Company conducted the Offering pursuant to a Registration Statement on Form S-1 (File No. 333- 221746), which was declared effective by the Securities and Exchange Commission on December 18, 2017. Joseph Gunnar & Co., LLC, the underwriter for the Offering, fully exercised its over-allotment option.

On December 21, 2017, the Company issued a press release announcing the closing of the Offering. 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.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
Exhibit 3.1	<u>Certificate of Amendment to Certificate of Incorporation, Certificate of Designation of Series B Convertible Preferred Stock, dated December 19, 2017.</u>
Exhibit 99.1	<u>Press Release of Akers Biosciences, Inc., dated December 21, 2017.</u>

**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.

**AKERS BIOSCIENCES,  
INC.**

Date: December 26, 2017 By: */s/ John J. Gormally*  
John J. Gormally  
Chief Executive Officer

