

CHAMPIONS ONCOLOGY, INC.
Form 8-K
August 13, 2015

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): **August 11, 2015**

CHAMPIONS ONCOLOGY, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|--------------------------------------|
| Delaware | 0-17263 | 52-1401755 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number Identification No.) | (IRS Employer Identification No.) |

1 University Plaza, Suite 307, Hackensack, New Jersey 07601

(Address of Principal Executive Offices)

Registrant's telephone number, including area code: **(410) 369-0365**

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))

INFORMATION TO BE INCLUDED IN THE REPORT

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

On August 11, 2015, Champions Oncology, Inc. ("Champions") filed an amendment to its Amended and Restated Certificate of Incorporation (the "Amendment") with the Secretary of State of the State of Delaware, which each twelve (12) shares of Common Stock outstanding as of 5:00 p.m. eastern time on the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware (the "Effective Time") shall be converted and reclassified into one (1) share of Common Stock (the "Reverse Stock Split").

A copy of the Amendment is attached to this Current Report on Form 8K as Exhibit 3(i).

Item 8.01. Other Events.

On August 12, 2015, Champion's Oncology, Inc. (the "Company") issued a press release attached hereto as Exhibit 99.1 announcing a 1-for-12 reverse stock split of the Company's authorized, issued and outstanding common stock. The reverse stock split is in preparation for the Company's proposed listing of its common stock on the NASDAQ Capital Market.

The information contained in this Current Report shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibit filed herewith:

Exhibit No.

3(i) Certificate of Amendment to the Certificate of Incorporation, as filed with the Delaware Secretary of State on August 11, 2015
99.1 Press Release dated August 12, 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 thereunto duly authorized.

**CHAMPIONS
ONCOLOGY, INC.**
(Registrant)

Date: August 12, 2015 By: /s/ Joel Ackerman
Joel Ackerman
Chief Executive Officer