

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): June 29, 2017

Atossa Genetics Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-35610

(Commission File Number)

26-4753208

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

107 Spring Street
Seattle, Washington

(Address of principal executive offices)

98104

(Zip Code)

Registrant's telephone number, including area code: (206) 325-6086

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 3.03 Material Modification to Rights of Security Holders.

On June 29, 2017, Atossa Genetics Inc. (the "Company") offered to modify the rights (the "Temporary Modification") of the holders of the Warrants issued in the public offering the Company completed on April 3, 2017 (the "Warrants"). In accordance with Sections 2 and 3 of the Warrants, the Temporary Modification included: (a) lowering the exercise price of the Warrants to \$0.26 per share, (b) setting the applicable "VWAP" (as defined in the Warrant) price at \$0.52 per share, and (c) allowing for temporary cashless exercise of the Warrants for all holders that accepted the Temporary Modification before 8:00 a.m. Eastern daylight time on June 30, 2017. Holders of Warrants to purchase a total of approximately 3.0 million shares of Common Stock accepted the offer resulting in the cancellation of those warrants and the issuance by the Company of a total of approximately 1.5 million shares of Common Stock (including shares held in abeyance in accordance with the following). The shares of Common Stock are expected to be delivered on or about June 30, 2017 and are registered under the Securities Act of 1933, as amended. If delivery of the shares of Common Stock pursuant to the foregoing would result in the holder exceeding the 4.99% "Beneficial Ownership Limitation" (as defined in the Warrant) then the shares in excess of such 4.99% will be held in abeyance by the Company pending further instruction from the holder. In connection with the Temporary Modification, the Company agreed to extend the "Lock-up Period" contained in section 3.16.1 of the underwriting agreement between the Company and Aegis Capital Corp., dated March 28, 2017, by 45 days and the Company agreed not to enter into any further amendments to the Warrants during such extended Lock-up Period without the prior written consent of each holder.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

[4.1 Form of Reset Offer Letter from Atossa Genetics Inc. to holders of Warrants](#)
[99.1 Press Release of the Company dated June 30, 2017](#)

* * *

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.

Date: June 30, 2017

Atossa Genetics Inc.

By: /s/ Kyle Guse
Kyle Guse
Chief Financial Officer, General Counsel
and Secretary

Exhibit 4.1

Re: Reset Offer of Common Stock Purchase Warrants

To Whom It May Concern:

We are pleased to offer to you the opportunity to reprice and exercise by means of cashless exercise all or any portion of the Common Stock Purchase Warrants of the Company issued April 3, 2017 (the "Existing Warrants") currently held by you ("Holder"), pursuant to the authority reserved by us in Section 3(g) of the Existing Warrants. The Existing Warrants, and the shares underlying the Existing Warrants ("Warrant Shares") have all been registered for sale pursuant to a registration statement on Form S-1 (File No. 333-216031), the "Registration Statement"). The Registration Statement is currently effective and, upon exercise of the Existing Warrants pursuant to this letter agreement, will be effective for the issuance of the Warrant Shares. Capitalized terms not otherwise defined herein shall have the meanings set forth in the Warrant Agreement, dated as of April 3, 2017, by and among the Company and the Warrant Agent (the "Warrant Agreement").

In consideration for exercising the Existing Warrants held by you (the "Warrant Exercise"), the number of which is set forth on the signature page hereto, the Company hereby offers you a reduced exercise price of the Existing Warrants to \$0.26 and the right to utilize cashless exercise at a deemed market price ("A" in the cashless exercise formula) of \$0.52, through and including any exercise made prior to 8:00 a.m. Eastern Time on June 30, 2017, after which time, any unexercised Existing Warrants will revert automatically to their existing terms.

Expressly subject to the paragraph immediately following this paragraph below, Holder may accept this offer by signing this letter below, with such acceptance constituting Holder's exercise of the Existing Warrants for an aggregate number of shares of Common Stock set forth on the Holder's signature page hereto on or before 8:00 a.m. Eastern Time on June 30, 2017.

If this Offer is accepted and this offer letter is executed on or before 8:00 a.m. on June 30, 2017, then on or before 9:30 a.m. Eastern Time on June 30, 2017, the Company shall file a Current Report on Form 8-K with the Commission disclosing the terms of this offer letter. The Company shall also file a supplement to the prospectus to the Registration Statement registering the exercise of the Existing Warrants and disclosing the terms of this offer and the reduced exercise price of the Existing Warrants on or before July 3, 2017. The Company represents that as of the date hereof, there are 8,531,577 shares of Common Stock issued and outstanding. The Company represents, warrants and covenants that, upon acceptance of this offer, the shares underlying the Existing Warrants shall be issued free of any legends or restrictions on resale by Holder and all of the Warrant Shares shall be delivered electronically through the Depository Trust Company within 1 business day of the date the Company receives this countersigned offer letter (or, if a Holder's exercise would be in excess of the Beneficial Ownership Limitation, a Holder may accept this offer with respect to shares that would otherwise be in excess of the Beneficial Ownership Limitation, however, such shares in excess of the Beneficial Ownership Limitation as noted on the Holder's signature page hereto shall be held in abeyance, and not issued to the Holder until the date the Company is notified by Holder from time to time that its ownership is less than the Beneficial Ownership Limitation, with such excess shares being issued within 2 business days following each such notification). The terms of the Existing Warrants, including but not limited to the obligations to deliver the Warrant Shares, shall otherwise remain in effect as if the acceptance of this offer were a formal Notice of Exercise (including but not limited to any liquidated damages and compensation in the event of late delivery of the Warrant Shares). The Company hereby agrees to extend the "Lock-up Period" contained in section 3.16.1 of the underwriting agreement between the Company and Aegis Capital Corp., dated March 28, 2017, by 45 days and the Company agrees not to enter into any further amendments to the Warrants during such extended Lock-up Period. The Company further agrees not to amend or waive the Lock-Up Period without the prior written consent of the undersigned.

The Holder represents, warrants and covenants that the Holder has all right, title and interest in and to the Existing Warrants that are subject to the Warrant Exercise, free and clear of any liens, claims and encumbrances and that the Holder has all authority to accept this offer and enter into the transactions contemplated hereby.

To accept this offer, Holder must counter execute this letter agreement and return the fully executed agreement to the Company at e-mail: kyle.guse@atossagenetics.com, attn.: Kyle Guse on or before 8:00 a.m. on June 30, 2017.

Please do not hesitate to call me if you have any questions.

Sincerely yours,

ATOSSA GENETICS INC.

By: _____

Name: Kyle Guse

Title: CFO and General Counsel

HOLDER:

By: _____

Name:

Title:

Number of Existing Warrants being exercised:

Number of Warrant Shares to be delivered by June 30, 2017:

Number of Warrant Shares being held in abeyance pending notification

From Holder regarding its Beneficial Ownership Limitation: _____

DWAC delivery instructions:



Atossa Genetics Announces Warrant Exercises

SEATTLE, June 30, 2017 — Atossa Genetics Inc. (NASDAQ: ATOS), a clinical-stage pharmaceutical company developing novel therapeutics and delivery methods for breast cancer and other breast conditions, today announced that holders of approximately 51% of the warrants issued in the public offering that closed on April 3, 2017 have exercised their warrants on a cashless basis. The Company offered all holders of the warrants the opportunity on or before 8 a.m. Eastern time on June 30, 2017 to exercise the warrants on a cashless so that for each warrant the holder receives one-half share of common stock. The warrant exercises are effective as of June 30, 2017 and result in the cancellation of approximately 3.0 million warrants and the issuance of approximately 1.5 million shares of registered common stock.

“The warrant exercises significantly improve Atossa’s balance sheet and capital structure,” commented Kyle Guse, CFO and General Counsel of Atossa. “As a result of the exercises, we have eliminated approximately 1.5 million shares from our overhang, reduced our derivative accounting liability and have increased our stockholders equity.”

About Atossa Genetics

Atossa Genetics Inc., is a clinical-stage pharmaceutical company developing novel therapeutics and delivery methods to treat breast cancer and other breast conditions. For more information, please visit www.atossagenetics.com.

Forward-Looking Statements

Forward-looking statements in this press release, which Atossa undertakes no obligation to update, are subject to risks and uncertainties that may cause actual results to differ materially from the anticipated or estimated future results, including the risks and uncertainties associated with actions and inactions by the FDA, the outcome or timing of regulatory approvals needed by Atossa, lower than anticipated rate of patient enrollment, results of clinical studies, the safety and efficacy of Atossa's products and services, performance of clinical research organizations and investigators, obstacles resulting from proprietary rights held by others with respect to fulvestrant, such as patent rights, and other risks detailed from time to time in Atossa's filings with the Securities and Exchange Commission, including without limitation its periodic reports on Form 10-K and 10-Q, each as amended and supplemented from time to time.

Atossa Genetics Company Contact:

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Source: Atossa Genetics Inc.
