

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): April 19, 2018

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

See Item 5.03 of this report which is incorporated into this Item 3.03 by this reference.

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

On April 20, at 12:01 am EDT, an amendment to Atossa Genetics Inc. (“Atossa”) Amended and Restated Certificate of Incorporation (the “Amended Certificate”) became effective to effectuate a reverse split of Atossa’s common stock and to increase the authorized shares of common stock by 100 million. The Amended Certificate provides that each 12 shares of outstanding common stock will be reconstituted into one share of common stock with a proportional increase in the par value of the common stock. Any resulting fractional shares will be rounded up to the nearest whole share.

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

On April 12, 2018, the Company held its 2018 Annual Meeting of Stockholders which was adjourned until April 19, 2018, 1 p.m. PDT (the “Annual Meeting”), to allow additional time for voting on the following proposals: (1) an amendment (in the event it is deemed by the Atossa’s Board of Directors to be advisable) to Atossa’s certificate of incorporation to effect a reverse stock split of the issued and outstanding shares of Atossa’s common stock at a ratio within the range of 1:3 up to a split of 1:15, as determined by Atossa’s Board of Directors; (2) an amendment to the certificate of incorporation to increase the number of authorized shares of common stock by 100,000,000 shares; and (3) the transaction of any other business that may properly come before the meeting or any adjournment thereof.

The number of shares of common stock entitled to vote at the Annual Meeting was 31,822,741. The number of shares of common stock present or represented by valid proxy at the meeting was 23,073,057. All proposals passed at the Annual Meeting. The number of votes cast for and against, and the number of abstentions and broker non-votes with respect to the matters voted upon at the April 19, 2018 continuation of the Annual Meeting are as follows:

(i) Reverse Stock Split in a Range of 1:3 to 1:15 as Determined by the Board of Directors

The stockholders approved the reverse stock split as follows:

Votes For	Votes Against	Abstain	Broker Non-Votes
16,258,769	7,131,161	137,269	11,509,472

(ii) Increase Authorized Shares of Common Stock by 100,000,000 Shares

The stockholders approved an increase in authorized shares of common stock by 100,000,000 shares as follows:

Votes For	Votes Against	Abstain	Broker Non-Votes
16,353,849	6,913,200	260,147	11,509,472

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

[4.1 Certificate of Amendment to Amended and Restated Certificate of Incorporation](#)

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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: April 23, 2018

Atossa Genetics Inc.

By: /s/ Kyle Guse

Kyle Guse

Chief Financial Officer, General Counsel and
Secretary

**CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
ATOSSA GENETICS INC.**

Atossa Genetics Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

- FIRST: That the Board of Directors of the Corporation has duly adopted resolutions authorizing the Corporation to execute and file with the Secretary of State of the State of Delaware this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended (this "Amendment") to (i) combine each twelve (12) outstanding shares of the Corporation's Common Stock, par value \$0.015 per share (the "Common Stock"), into one (1) validly issued, fully paid and non-assessable share of Common Stock and (ii) increase the number of authorized shares of Common Stock by 100,000,000 shares.
- SECOND: That this Amendment was duly adopted in accordance with the terms of the Amended and Restated Certificate of Incorporation, as amended, and the applicable provisions of Section 242 of the Delaware General Corporation Law by the Board of Directors and stockholders of the Corporation.
- THIRD: That upon the effectiveness of this Amendment, the Amended and Restated Certificate of Incorporation, as amended, is hereby amended such that ARTICLE IV is amended and restated in its entirety to read as set forth below, with no other changes to be made.

CAPITAL STOCK

The total number of shares of capital stock which the Corporation shall have authority to issue is One Hundred Eighty Five Million (185,000,000), consisting of One Hundred Seventy Five Million (175,000,000) shares of common stock, par value \$0.18 per share (the "Common Stock"), and Ten Million (10,000,000) shares of preferred stock, par value \$0.001 per share (the "Undesignated Preferred Stock").

Except as otherwise provided in any certificate of designations of any series of Undesignated Preferred Stock, the number of authorized shares of the class of Common Stock or Undesignated Preferred Stock may from time to time be increased or decreased (but not below the number of shares of such class outstanding) by the affirmative vote of the holders of a majority in voting power of the outstanding shares of capital stock of the Corporation irrespective of the provisions of Section 242(b)(2) of the DGCL.

The powers, preferences and rights of, and the qualifications, limitations and restrictions upon, each class or series of stock shall be determined in accordance with, or as set forth below in, this Article IV.

Upon the Effective Time, following the filing and effectiveness pursuant to the Delaware General Corporation Law of this Amendment, each twelve (12) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the "Reverse Stock Split"). No fractional shares shall be issued in connection with the Reverse Stock Split, nor shall stockholders who otherwise would be entitled to receive fractional shares of Common Stock receive cash (without interest or deduction) from the Corporation's transfer agent in lieu of such fractional share interests; rather, fractions shall be rounded up to the next whole share. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("Old Certificates"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, subject to the rounding up of fractional share interests as described above.

A. COMMON STOCK

Subject to all the rights, powers and preferences of the Undesignated Preferred Stock and except as provided by law or in this Certificate (or in any certificate of designations of any series of Undesignated Preferred Stock):

(a) the holders of the Common Stock shall have the exclusive right to vote for the election of directors of the Corporation (the "Directors") and on all other matters requiring stockholder action, each outstanding share entitling the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote; provided, however, that, except as otherwise required by law, holders of Common Stock, as such, shall not be entitled to vote on any amendment to this Certificate (or on any amendment to a certificate of designations of any series of Undesignated Preferred Stock) that alters or changes the powers, preferences, rights or other terms of one or more outstanding series of Undesignated Preferred Stock if the holders of such affected series of Undesignated Preferred Stock are entitled to vote, either separately or together with the holders of one or more other such series, on such amendment pursuant to this Certificate (or pursuant to a certificate of designations of any series of Undesignated Preferred Stock) or pursuant to the DGCL;

(b) dividends may be declared and paid or set apart for payment upon the Common Stock out of any assets or funds of the Corporation legally available for the payment of dividends, but only when and as declared by the Board of Directors or any authorized committee thereof; and

(c) upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the net assets of the Corporation shall be distributed pro rata to the holders of the Common Stock.

B. UNDESIGNATED PREFERRED STOCK

The Board of Directors or any authorized committee thereof is expressly authorized, to the fullest extent permitted by law, to provide by resolution or resolutions for, out of the unissued shares of Undesignated Preferred Stock, the issuance of the shares of Undesignated Preferred Stock in one or more series of such stock, and by filing a certificate of designations pursuant to applicable law of the State of Delaware, to establish or change from time to time the number of shares of each such series, and to fix the designations, powers, including voting powers, full or limited, or no voting powers, preferences and the relative, participating, optional or other special rights of the shares of each series and any qualifications, limitations and restrictions thereof.

FOURTH: This Amendment shall be effective as of April 20, 2018, at 12:01 a.m., Eastern Time (the "Effective Time").

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation to be executed by Steven C. Quay, its Chief Executive Officer, this 19th day of April, 2018.

ATOSSA GENETICS INC.

By: /s/ Steven C. Quay

Name: Steven C. Quay, M.D., Ph.D.

Title: Chairman, Chief Executive Officer and President

[Signature Page to Certificate of Amendment]
