

Microbot Medical Inc.  
Form 8-K  
March 01, 2019

**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): March 1, 2019**

**MICROBOT MEDICAL INC.**

**(Exact name of registrant as specified in its charter)**

|                                     |                     |                            |
|-------------------------------------|---------------------|----------------------------|
| <b>Delaware</b>                     | <b>000-19871</b>    | <b>94-3078125</b>          |
| <b>(State or other jurisdiction</b> | <b>(Commission</b>  | <b>(IRS Employer</b>       |
| <b>of incorporation)</b>            | <b>File Number)</b> | <b>Identification No.)</b> |

**25 Recreation Park Drive, Unit 108**

**Hingham, Massachusetts 02043**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code: (781) 875-3605**

**(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01 Other Events.**

On March 1, 2019, Microbot Medical Inc. (the “Company”) issued a press release announcing that it is maintaining its milestone targets for 2019 following the recently announced decision of the New York State Supreme Court to rescind the Stock Purchase Agreement the Company entered into with two affiliated investors, in connection with its June 2017 Registered Direct Offering of approximately \$10 million of common stock.

The rescission would require the investors to transfer back to the Company the shares they purchased in that offering, and the Company to return to those investors their purchase price of \$3.375 million. The litigation, captioned Sabby Healthcare Master Fund Ltd. and Sabby Volatility Warrant Master Fund Ltd., Plaintiffs, against Microbot Medical Inc., has been previously disclosed in the Company’s filings with the Securities and Exchange Commission.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits*

| <b>Exhibit Number</b> | <b>Description</b>                        |
|-----------------------|---|
| 99.1                  | <u>Press release, dated March 1, 2019</u> |

**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.

**MICROBOT MEDICAL INC.**

By: */s/ Harel Gadot*

Name: Harel Gadot

Title: Chief Executive Officer, President and Chairman

Date: March 1, 2019

