

VERMILLION, INC.  
Form 8-K  
February 14, 2012

# 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): February 9, 2012

## Vermillion, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 001-34810

Delaware  
(State or other jurisdiction)

of incorporation)

12117 Bee Caves Road Building Three, Suite 100, Austin, TX 78738

33-059-5156  
(IRS Employer

Identification No.)

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(Address of principal executive offices, including zip code)

512.519.0400

(Registrant's telephone number, including area code)

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On February 9, 2012, Vermillion, Inc. (the Company ) entered into a Settlement Agreement and Release (the Settlement Agreement ) with a third party related to losses on the Company s short and long-term investments in previous years. Under the terms of the Settlement Agreement, the Company will receive a total settlement of \$1,000,000 (the Total Settlement Amount ), \$535,000 payable on or before March 1, 2012 and \$465,000 payable on or before September 1, 2012. The Company expects to receive approximately 70% of the Total Settlement Amount, net of legal and related costs.

**Item 8.01 Other Events.**

On February 13, 2012, The NASDAQ Listing Qualifications Staff granted the Company s request for the transfer of its listing from The NASDAQ Global Market to The NASDAQ Capital Market, which transfer will take effect with the open of business on February 15, 2012. The Company requested the transfer to facilitate its continued compliance with the applicable requirements for continued listing on NASDAQ.

**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.

Vermillion, Inc.

Date: February 14, 2012

By: /s/ Eric Schoen  
Eric Schoen  
Chief Accounting Officer