

CAPRICOR THERAPEUTICS, INC.

Form 8-K

January 02, 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)

December 26, 2018

CAPRICOR THERAPEUTICS, INC.

(Exact name of Registrant as Specified in its Charter)

Delaware **001-34058** **88-0363465**
(State or other jurisdiction) **(Commission)** **(I.R.S. Employer)**

of incorporation) File Number) Identification No.)

8840 Wilshire Blvd., 2nd Floor, Beverly Hills, CA 90211

(Address of principal executive offices) (Zip Code)

(310) 358-3200

(Registrant's telephone number, including area code)

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))

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On December 26, 2018, Capricor Therapeutics, Inc., a Delaware corporation (the “Company”), received a written notice (the “Notice”) from the Nasdaq Stock Market (“NASDAQ”) indicating that the Company has not been in compliance with the minimum bid price requirement set forth in NASDAQ Rule 5550(a)(2) for a period of 30 consecutive business days, due to the closing bid price for shares of the Company’s common stock (“Common Stock”) remaining below \$1.00 from November 8, 2018 through December 24, 2018. NASDAQ Rule 5550(a)(2) requires listed securities to maintain a minimum closing bid price of \$1.00 per share, and NASDAQ Rule 5810(c)(3)(A) provides that a failure to meet the minimum closing bid price requirement exists if the deficiency continues for a period of 30 consecutive business days. In accordance with NASDAQ Rule 5810(c)(3)(A), the Company is provided a compliance period of 180 calendar days from the date of the Notice, or until June 24, 2019, to regain compliance with the minimum closing bid price requirement. The Company can achieve compliance with the minimum closing bid price requirement if, during the compliance period, the minimum closing bid price per share of the Common Stock is at least \$1.00 for a minimum of ten consecutive business days. The Company anticipates that the shares of Common Stock will continue to be listed and traded on The Nasdaq Capital Market during the compliance period(s).

The Notice does not have any immediate effect on the Company’s listing on The Nasdaq Capital Market or on the trading of the Common Stock. The Company is presently evaluating potential actions to regain compliance with all applicable requirements for continued listing on The Nasdaq Capital Market. There can be no assurance that the Company will be successful in maintaining its listing of the Common Stock on The Nasdaq Capital Market.

Except for the factual statements made herein, information contained in this report consists of forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that involve risks, uncertainties and assumptions that are difficult to predict. Words such as “will,” “may,” “intends,” “potential,” and similar expressions, or the use of future tense, identify forward-looking statements, but their absence does not mean that a statement is not forward-looking. Such forward-looking statements are not guarantees of performance and actual actions or events could differ materially from those contained in such statements. For example, there can be no assurance that the Company will regain compliance with NASDAQ Rules 5550(a)(2) and 5550(b)(2) during any compliance period or in the future, or otherwise meet NASDAQ compliance standards thereafter. The forward-looking statements contained in this report speak only as of the date of this report and the Company undertakes no obligation to publicly update any forward-looking statements to reflect changes in information, events or circumstances after the date of this report, unless required by law.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

**CAPRICOR
THERAPEUTICS, INC.**

Date: January 2, 2019 By: /s/ Linda Marbán, Ph.D.
Linda Marbán, Ph.D.
Chief Executive Officer