

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

ENDRA Life Sciences Inc.

Form: 8-K

Date Filed: 2017-06-22

Corporate Issuer CIK: 1681682

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 22, 2017

ENDRA Life Sciences Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-37969

(Commission
File Number)

26-0579295

(IRS Employer
Identification No.)

3600 Green Court, Suite 350, Ann Arbor, MI

(Address of principal executive offices)

48105

(Zip Code)

(Registrant's telephone number, including area code): **(734) 335-0468**

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 (see General Instruction A.2. below):

- ☐ 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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 June 22, 2017, ENDRA Life Sciences Inc. issued a press release announcing the anticipated separation of its units, which is expected to occur on Wednesday, June 28, 2017 prior to market open. Following separation, the common stock and warrants included in the units will commence trading on The Nasdaq Capital Market separately under the symbols "NDRA" and "NDRAW," respectively, and trading of the units under the symbol "NDRAU" will be suspended. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

9.01. Financial Statements and Exhibits.

The exhibits required to be filed as a part of this Current Report on Form 8-K are listed in the Exhibit Index attached hereto and incorporated herein by reference.

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.

ENDRA Life Sciences Inc.

Date: June 22, 2017

By: /s/ Francois Michelin
Name: Francois Michelin
Title: Chief Executive Officer and Director

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated June 22, 2017.



ENDRA Life Sciences Announces Separation of Units Sold in IPO

Common Stock and Warrants to Trade Separately on The NASDAQ Capital Market Beginning June 28, 2017

ANN ARBOR, Michigan - June 22, 2017 - ENDRA Life Sciences Inc. ("ENDRA") (NASDAQ: NDRAU), a developer of enhanced ultrasound technologies, has announced that the 1,932,000 units issued in its underwritten initial public offering will separate in accordance with their terms on June 28, 2017. Each unit consists of one share of common stock, par value \$0.0001 per share, and a five-year warrant to purchase one share of common stock at an initial exercise price of \$6.25 per share.

At the commencement of trading on June 28, 2017, the common stock and warrants will trade separately on The NASDAQ Capital Market under the symbols "NDRA" and "NDRAW," respectively. The units, which are currently trading under the symbol "NDRAU," will no longer be listed on The NASDAQ Capital Market following the separation.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About ENDRA Life Sciences Inc.

ENDRA Life Sciences Inc. ("ENDRA") (NASDAQ: NDRAU) is a developer of enhanced ultrasound technologies. ENDRA's Photo-Acoustic Nexus-128 system is currently used by leading global medical researchers to screen and modify disease models with high image quality and volume scanning speed. ENDRA's next generation Thermo-Acoustic Enhanced UltraSound ("TAEUS") will enable clinicians to visualize human tissue composition, function and temperature in ways previously possible only on CT & MRI -- at a fraction of the cost, and at the point-of-care. ENDRA's first TAEUS application will focus on the quantification of fat in the liver, for early detection and monitoring of Non-Alcoholic Fatty Liver Disease, which affects over 1 billion people globally. ENDRA's goal is to bring new capabilities to ultrasound -- thereby broadening access to better healthcare. For more information, please visit www.endrainc.com.

Forward-Looking Statements

All statements in this release that are not based on historical fact are "forward-looking statements." While management has based any forward-looking statements included in this release on its current expectations, the information on which such expectations were based may change. Forward-looking statements involve inherent risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements, as a result of various factors including those risks and uncertainties described in the Risk Factors and in Management's Discussion and Analysis of Financial Condition and Results of Operations sections of our recently filed Quarterly Report on Form 10-Q, which can be found on the SEC's website at www.sec.gov. We urge you to consider those risks and uncertainties in evaluating our forward-looking statements. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. Except as otherwise required by the federal securities laws, we disclaim any obligation or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

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