

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 17, 2012

**ATOSSA GENETICS INC.**  
(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of incorporation or organization)

**001-35610**  
(Commission file number)

**26-4753208**  
(IRS Employer Identification No.)

**4105 E. Madison Street, Suite 320, Seattle, Washington 98112**  
(Address of principal executive offices and zip code)

**(206) 325-6086**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed from 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 2.02 Results of Operations and Financial Condition**

On December 20, 2012, Atossa Genetics Inc. (the “Company”) issued a press release reporting its earnings results for the third quarter of 2012, ended September 30, 2012. A copy of the press release is attached hereto as Exhibit 99.1 to this Form 8-K.

As provided in General Instruction B.2 of Form 8-K, Exhibit 99.1 is not deemed to be “filed” for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended, and is not otherwise subject to the liabilities of that section and is not incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such a filing.

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

On December 17, 2012, the Board of Directors (the “Board”) of the Company adopted an amendment to the Company’s bylaws (“Bylaws”). The amendment inserts a new sentence into Article III, Section 12 of the Bylaws and states, “No Vice President shall be an officer of the Company solely by virtue of such position unless designated as an officer by the Board of Directors.” The foregoing amendment became effective upon adoption of the Board’s resolutions approving the amendment.

**Item 9.01 Financial Statements and Exhibits.**

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
3.1	Text of Amendment to Bylaws
99.1	Press Release of Atossa Genetics Inc., dated December 20, 2012

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**SIGNATURE**

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.

**ATOSSA GENETICS INC.**

Date: December 20, 2012

By: /s/ Steven C. Quay  
Steven C. Quay, M.D., Ph.D.  
Chief Executive Officer

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EXHIBIT INDEX

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TEXT OF AMENDMENT TO THE BYLAWS  
OF ATOSSA GENETICS INC.

Set forth below is the amended and restated text of Article III, Section 12 of the Bylaws of Atossa Genetics Inc.

SECTION 12. Vice Presidents and Assistant Vice Presidents. Any Vice President (including any Executive Vice President or Senior Vice President) and any Assistant Vice President shall have such powers and shall perform such duties as the Board of Directors or the Chief Executive Officer may from time to time designate. No Vice President shall be an officer of the Company solely by virtue of such position unless designated as an officer by the Board of Directors.

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## **Atossa Genetics Announces Third Quarter 2012 Financial Results**

### **Prepares for National Roll Out of ForeCYTE Breast Health Test for Breast Cancer Risk Assessment**

**SEATTLE, December 20, 2012** – Atossa Genetics, Inc. (NASDAQ: ATOS) today announced financial results for the third quarter of 2012, ended September 30, 2012.

“During the third quarter of 2012, we successfully completed our initial public offering of 800,000 shares at \$5.00 per share, the midpoint of our price range. The proceeds from the IPO will enable us to accelerate the national roll-out of our first FDA-cleared and marketed product, the ForeCYTE Breast Health Test for breast cancer risk assessment,” stated Steven C. Quay, M.D., Ph.D., Chairman, President and CEO. “Our IPO was the only biotech IPO priced in the month of November and was priced in the immediate aftermath of Hurricane Sandy. I believe this is a testament to the strength of our business model and the significant revenue and earnings potential of Atossa Genetics over the next several years as we pursue the further commercialization of the ForeCYTE and ArgusCYTE tests with the 5,000-strong launch team through our marketing partner, Diagnostics Testing Group, LLC, the commercialization of two new tests in 2013, and the advancement of our intraductal therapeutics program to safely and effectively treat pre-cancerous breast lesions.”

#### **Third Quarter 2012 Results**

Total revenues for the third quarter of 2012 were \$105,576, comprising \$104,011 in diagnostic testing services and \$1,565 in product sales, versus no revenues for the third quarter of 2011. The ForeCYTE and ArgusCYTE tests were launched through a field experience trial beginning in December 2011 and are expected to be rolled out nationally starting in early 2013.

Gross margin for the third quarter was 86 percent on gross profit of \$90,499.

Operating expenses are comprised of selling, general and administrative (SG&A) expenses and research and development. For the third quarter of 2012, total operating expenses were \$1.23 million versus \$1.27 million for the third quarter of 2011.

Net loss for the third quarter ended September 30, 2012, was \$1.14 million, or (\$0.10) per share, versus a net loss of \$1.27 million, or (\$0.11) per share, for the year-ago quarter.

As of September 30, 2012, the Company had cash and cash equivalents of \$418,570 versus \$1.91 million at the end of December 2011. The company completed its IPO in November 2012, raising \$4.0 million in gross proceeds prior to expenses and net proceeds of approximately \$3.5 million.

#### **Corporate Highlights**

- Two FDA-cleared products launched through a field experience trial: ForeCYTE Breast Health Test for breast cancer risk assessment and ArgusCYTE Breast Health Test for detection of circulating breast tumor cells. Two additional tests are slated for launch in 2013: FullCYTE, designed to assess the individual breast ducts for pre-cancerous changes in women previously identified to be at high risk for breast cancer, and NextCYTE, designed to profile breast cancer specimens for prediction of treatment outcomes and distant recurrence in women newly diagnosed with breast cancer.
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- Wholly owned, CLIA-Certified Laboratory, the National Reference Laboratory for Breast Health, established in Seattle.
- The Company completed its Initial Public offering of 800,000 shares at \$5.00 per share on November 14, 2012, raising \$4.0 million in gross proceeds before expenses and net proceeds of approximately \$ 3.5 million.
- Entered into a co-exclusive marketing agreement with Diagnostics Testing Group, LLC, (DTG) for the supply and distribution of the ForeCYTE Breast Health System under the DTG Clarity brand for the sale and placement of the Clarity branded ForeCYTE product line with leading medical distributors. Collectively, these distributors have over 5,000 employee sales representatives and/or independent sales representatives selling their products.
- Entered into an agreement with MultiPlan, Inc. for diagnostic laboratory testing involving Atossa's tests. Approximately 20 percent of Americans are covered by MultiPlan. Atossa will participate in the MultiPlan, PHCS and PHCS Savility Networks. The agreement will give MultiPlan's participating providers and their patients access to Atossa's tests. Atossa anticipates that the agreement with MultiPlan will help ensure that more doctors and their patients have access to the ForeCYTE and ArgusCYTE Breast Health Tests and that patients will receive insurance reimbursement for the laboratory costs associated with these tests.
- Sponsored the first inaugural steering committee meeting of the International Society for Cancer Risk Assessment and Management (ISC-RAM). The ISC-RAM is first society focused on advancing the knowledge of cancer risk assessment and education globally.
- Presented at the 2<sup>nd</sup> Annual Cancer Genome Summit. The presentation focused on breast cancer prevention through the diagnosis and treatment of the abnormal cells that are the precursors of cancer.
- Hired Christopher Destro as Vice President of Sales and Marketing. Mr. Destro is an industry veteran with over 16 years of successful sales and client management expertise within the clinical sector of diagnostic biotechnology.
- Atossa will present at the following upcoming conferences: OneMedForum on Tuesday, January 8, 2013, at 4:00 pm Pacific Time in San Francisco; Biotech Showcase on Wednesday, January 9, 2013, at 10:00 am Pacific Time in San Francisco; and the Personalized Medicine World Conference on Monday, January 28, 2013, in Mountain View, CA.

#### **About Atossa Genetics, Inc.**

Atossa Genetics, Inc., The Breast Health Company™, is based in Seattle, WA, and is focused on preventing breast cancer through the commercialization of patented, FDA-cleared diagnostic medical devices and patented, laboratory developed tests (LDT) that can detect precursors to breast cancer up to eight years before mammography, and through research and development that will permit it to commercialize treatments for pre-cancerous lesions.

The National Reference Laboratory for Breast Health (NRLBH), a wholly owned subsidiary of Atossa Genetics, Inc., is a CLIA-certified high-complexity molecular diagnostic laboratory located in Seattle, WA, that provides the patented ForeCYTE Breast Health Test, a risk assessment test for women 18 to 73 years of age akin to the Pap Smear, and the ArgusCYTE Breast Health Test, a blood test for recurrence in breast cancer survivors that provides a "liquid biopsy" for circulating cancer cells and a tailored treatment plan for patients and their caregivers.

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## Forward-Looking Statements

Except for the historical information contained herein, the matters set forth in this press release, including statements regarding Atossa's plans, expectations, projections, potential opportunities, goals and objectives are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially from the anticipated or estimated future results, including the risks and uncertainties associated with the efficacy of Atossa's products and services, the use of proceeds from Atossa's initial public offering, statements regarding the status of the going concern qualification of Atossa's financial statements by its auditors, the ability of Atossa to fund its planned activities, the market demand for and acceptance of Atossa's products and services, uncertainty relating to Atossa's future revenues and profitability, the timing for a national launch of Atossa's diagnostic tests, and other risks detailed from time to time in the Atossa's final prospectus, dated November 7, 2012, filed with the U.S. Securities and Exchange Commission. Investors are cautioned not to place undue reliance on these forward-looking statements. All forward-looking statements are qualified in their entirety by this cautionary statement, and Atossa undertakes no obligation to revise or update any forward-looking statement to reflect events or circumstances after the issuance of this press release.

**-TABLES FOLLOW-**

### Contact:

Atossa Genetics, Inc.  
Steven C. Quay, M.D., Ph.D., FCAP  
Chairman, President and CEO of Atossa Genetics and  
Director of the National Reference Laboratory for Breast Health  
800-351-3902  
Steven.Quay@AtossaGenetics.com

Matthew D. Haines (Investors and Media)  
Managing Director  
MBS Value Partners  
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**ATOSSA GENETICS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONSOLIDATED BALANCE SHEETS**

<u>Assets</u>	<u>September 30, 2012 (Unaudited)</u>	<u>December 31, 2011 (Audited)</u>
<b>Current Assets</b>		
Cash and cash equivalents	\$ 418,570	\$ 1,910,821
Restricted cash	250,000	1,000,000
Accounts receivable	175,408	1,224
Prepaid expense	39,975	31,184
Rental deposits	1,500	2,200
<b>Total Current Assets</b>	<u>885,453</u>	<u>2,945,429</u>
<b>Fixed Assets</b>		
Furniture and Equipment, net	67,497	80,467
<b>Total Fixed Assets</b>	<u>67,497</u>	<u>80,467</u>
<b>Other Assets</b>		
Security deposit	36,446	5,157
Intangible assets, net	4,703,078	40,841
<b>Total Other Assets</b>	<u>4,739,524</u>	<u>45,998</u>
<b>Total Assets</b>	<u>\$ 5,692,474</u>	<u>\$ 3,071,894</u>
<b><u>Liabilities and Stockholders' Equity</u></b>		
<b>Current Liabilities</b>		
Line of Credit	\$ 250,000	\$ 1,000,000
Accounts payable	72,100	64,766
Accrued expenses	1,888,344	442,329
Note payable - related party	80,453	5,078
<b>Total Current Liabilities</b>	<u>2,290,897</u>	<u>1,512,173</u>
<b>Stockholders' Equity</b>		
Preferred stock - \$.001 par value; 10,000,000 shares authorized, 0 shares issued and outstanding	-	-
Common stock - \$.001 par value; 75,000,000 shares authorized, 12,119,367 shares issued and outstanding	12,119	11,257
Additional paid-in capital	11,415,761	6,200,520
Accumulated deficit	(8,026,303)	(4,652,056)
<b>Total Stockholders' Equity (Deficit)</b>	<u>3,401,577</u>	<u>1,559,721</u>
<b>Total Liabilities and Stockholders' Equity</b>	<u>\$ 5,692,474</u>	<u>\$ 3,071,894</u>

**ATOSSA GENETICS, INC.**  
**(A DEVELOPMENT STAGE COMPANY)**  
**CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	<u>For The Three Months Ended September 30,</u>		<u>For The Nine Months Ended September 30,</u>		<u>From April 30, 2009 (Inception) Through September 30, 2012</u>
	<u>2012</u>	<u>2011</u>	<u>2012</u>	<u>2011</u>	
<b>Revenue</b>					
Diagnostic Testing Service	\$ 104,011	\$ -	\$ 376,696	\$ -	\$ 376,696
Product Sales	1,565	-	6,690	-	8,190
Total Revenue	<u>105,576</u>	<u>-</u>	<u>383,386</u>	<u>-</u>	<u>384,886</u>
<b>Cost of Revenue</b>					
Diagnostic Testing Service	(9,000)	-	(29,985)	-	(29,985)
Product Sales	-	-	-	-	(5,164)
Total Cost of Revenue	<u>(9,000)</u>	<u>-</u>	<u>(29,985)</u>	<u>-</u>	<u>(35,149)</u>
Loss on Reduction of Inventory to LCM	<u>(6,077)</u>	<u>-</u>	<u>(29,884)</u>	<u>-</u>	<u>(121,910)</u>
Gross Profit	<u>90,499</u>	<u>-</u>	<u>323,517</u>	<u>-</u>	<u>227,827</u>
Selling expenses	(87,704)	-	(281,971)	-	(455,026)
General and Administrative expenses	(1,138,467)	(1,274,189)	(3,405,198)	(2,231,906)	(7,766,497)
Total operating expenses	<u>(1,226,171)</u>	<u>(1,274,189)</u>	<u>(3,687,169)</u>	<u>(2,231,906)</u>	<u>(8,221,523)</u>
Operating Loss	<u>(1,135,672)</u>	<u>(1,274,189)</u>	<u>(3,363,652)</u>	<u>(2,231,906)</u>	<u>(7,993,694)</u>
Interest Income	46	2,267	1,219	3,428	6,588
Interest Expense	(7,756)	(758)	(11,816)	(8,388)	(38,947)
Net Loss before Income Taxes	<u>(1,143,382)</u>	<u>(1,272,680)</u>	<u>(3,374,249)</u>	<u>(2,236,866)</u>	<u>(8,026,053)</u>
Income Taxes	-	-	-	-	250
Net Loss	<u>\$ (1,143,382)</u>	<u>\$ (1,272,680)</u>	<u>\$ (3,374,249)</u>	<u>\$ (2,236,866)</u>	<u>\$ (8,026,303)</u>
Loss per common share - basic and diluted	<u>\$ (0.10)</u>	<u>\$ (0.11)</u>	<u>\$ (0.30)</u>	<u>\$ (0.27)</u>	<u>\$ (1.05)</u>
Weighted average shares outstanding, basic & diluted	<u>11,256,867</u>	<u>11,256,867</u>	<u>11,256,867</u>	<u>8,394,219</u>	<u>7,657,400</u>