

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): November 12, 2018

**Atossa Genetics Inc.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

001-35610  
(Commission File Number)

26-4753208  
(I.R.S. Employer  
Identification No.)

107 Spring Street  
Seattle, Washington  
(Address of principal executive offices)

98104  
(Zip Code)

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

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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

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**Item 2.02. Results of Operations and Financial Condition.**

On November 13, 2018, Atossa Genetics Inc. (the "Company") issued a press release announcing third quarter 2018 financial results and a Company update. A copy of the press release is attached as Exhibit 99.1 to this current report and is incorporated herein by reference.

**Item 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.**

- (a) On November 12, 2018, the Audit Committee of the Board of Directors concluded that the financial statements included in the Company's quarterly report on Form 10-Q for the three and six months ended June 30, 2018 (the "Original Form 10-Q") can no longer be relied upon because of inadvertent errors in those financial statements. On November 13, 2018, the Company filed an amended Form 10-Q for the quarter ended June 30, 2018 which corrects the errors in the Original Form 10-Q. The Audit Committee and the Chief Financial Officer of the Company discussed the matters in this Item 4.02(a) with the Company's independent accounting firm. Below is a brief description of the facts underlying the foregoing conclusion.

Accounting principles generally accepted in the United States of America require that we allocate the proceeds from the May 2018 financing to the warrants and preferred stock issued in the financing and that we estimate and record any discount on the securities as a deemed dividend. In the financial statements included in the Original Form 10-Q, we did not properly allocate the proceeds to the warrants, and we did not properly record the deemed dividend related to the warrant discount as additional paid in capital to common stock. The Company incorrectly stated the deemed dividend for the three and six months ended June 30, 2018 as \$4,782,100, rather than \$11,479,308. The corrections result from application of technical accounting rules and do not impact cash or operations. As a result, the following items in the original filing have been amended:

Part I, Item 1. Financial Statements, Condensed Consolidated Statements of Operations (unaudited);  
 Part I, Item 1. Financial Statements, Condensed Consolidated Statement of Stockholders' Equity (unaudited);  
 Part I, Item 1. Notes to Condensed Consolidated Financial Statement (Unaudited), Note 7 - Stockholders' Equity - Accounting Treatment; and Note 8 - Net Loss Per Share; and  
 Part I, Item 4. Controls and Procedures.

In accordance with applicable generally accepted accounting principles, the Company has calculated and recognized adjustments accordingly. The following table shows the effect of the restatement on certain line items within the Company's Condensed Consolidated Statement of Operations for the three months and six month ended June 30, 2018:

	For the Three Months Ended June 30, 2018		For the Six Months Ended June 30, 2018	
	Previously Reported	Restated	Previously Reported	Restated
Deemed dividend attributable to preferred stock	\$ (4,782,100)	\$ (11,479,308)	\$ (4,782,100)	\$ (11,479,308)
Net loss applicable to common stockholders	\$ (8,924,677)	\$ (15,621,885)	\$ (10,799,059)	\$ (17,496,267)
Loss per common share -basic and diluted	\$ (2.90)	\$ (5.08)	\$ (3.77)	\$ (6.11)

The following table shows the effect of the restatement on certain line items within the Company's Condensed Consolidated Statement of Stockholders' Equity for the six months ended June 30, 2018:

	Preferred Stock Additional Paid-in Capital		Common Stock Additional Paid-in Capital	
	Previously Reported	Restated	Previously Reported	Restated
Issuance of Series B convertible preferred stock and warrants, net of issuance costs	\$ 12,290,537	\$ 6,926,778	\$ 0	\$ 5,363,759
Deemed Dividend on Series B convertible preferred stock	\$ 4,782,100	\$ 11,479,308	\$ (4,782,100)	\$ (11,479,308)
Conversion of Series B convertible preferred stock to common stock	\$ (7,056,421)	\$ (7,821,992)	\$ 6,656,442	\$ 7,422,013

Investors, analysts and other persons should not rely upon any press releases, investor presentations or other communications that relate to the information that is amended by the Amended Form 10-Q.

*The information in Items 2.02 and 9.01 of this report, including Exhibit 99.1 attached hereto, shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section or Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any filing with the U.S. Securities and Exchange Commission made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.*

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

(d) Exhibits

Exhibit No.	Description
99.1	<a href="#">Press Release, dated November 13, 2018</a>

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**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.

Date: November 13, 2018

Atossa Genetics Inc.

By: /s/ Kyle Guse  
Kyle Guse  
Chief Financial Officer, General Counsel and Secretary

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**Exhibit Index**

Exhibit No.	Description
99.1	Press Release, dated November 13, 2018

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## Atossa Genetics Announces Third Quarter 2018 Financial Results And Provides Company Update

**SEATTLE, November 13, 2018** -- Atossa Genetics Inc. (NASDAQ: ATOS), a clinical-stage biopharmaceutical company developing novel therapeutics and delivery methods to treat breast cancer and other breast conditions, today announced third quarter ended September 30, 2018 financial results and provided an update on recent company developments.

Steven C. Quay, Ph.D., MD, President and CEO commented, "We continue to make great progress with our clinical programs. We successfully achieved all objectives in our Phase 1 study of topical Endoxifen in men and are looking forward to advancing that program into a Phase 2 study to address gynecomastia in men being treated for prostate cancer. We also completed enrollment in the Phase 2 study of our topical Endoxifen to treat mammographic breast density," added Dr. Quay.

### Recent Corporate Developments

Atossa's important recent developments include the following:

- October 2018 – Completed enrollment in Phase 2 study of topical Endoxifen to treat mammographic breast density.
- September 2018 – Reported that all objectives were achieved in our Phase 1 study of topical Endoxifen in men.
- August 2018 - Contracted with a US-based additional manufacturer of Endoxifen.
- July 2018 - Announced intraductal microcatheter immunoOncology pre-clinical program.
- June 2018 – Appointed two additional prominent industry executives from Pfizer and the Belgium-based Flemish Institute of Biotechnology to strategic advisory board.

### Q3 2018 Financial Results

For the three and nine months ended September 30, 2018 and 2017, we had no revenue and no associated cost of revenue.

Total operating expenses were approximately \$3.3 million and \$9.3 million for the three and nine months ended September 30, 2018, respectively, consisting of research and development (R&D) expenses of approximately \$1.4 million and \$3.4 million, respectively, and general and administrative (G&A) expenses of approximately \$1.9 million and \$6.0 million, respectively. Total operating expenses were approximately \$2.1 million and \$5.7 million for the three and nine months ended September 30, 2017, respectively, consisting of R&D expenses of \$0.7 million and \$2.1 million, respectively, and G&A expense of approximately \$1.3 million and \$3.5 million, respectively.

Total operating expenses for the three and nine months ended September 30, 2018 as compared to the same periods of 2017 increased approximately \$1.3 million, or 61%, and increased \$3.7 million, or 65%, respectively.

As of September 30, 2018, the Company had cash and cash equivalents and restricted cash of \$13.0 million.

### About Atossa Genetics

Atossa Genetics Inc., is a clinical-stage biopharmaceutical company developing novel therapeutics and delivery methods to treat breast cancer and other breast conditions. For more information, please visit [www.atossagenetics.com](http://www.atossagenetics.com).

### Forward-Looking Statements

Forward-looking statements in this press release, which Atossa undertakes no obligation to update, 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 any variation between preliminary and final clinical results, actions and inactions by the FDA, the outcome or timing of regulatory approvals needed by Atossa including those needed to commence studies, lower than anticipated rate of patient enrollment, estimated market size of drugs under development, the safety and efficacy of Atossa's products and services, performance of clinical research organizations and investigators, obstacles resulting from proprietary rights held by others with respect to fulvestrant, such as patent rights, potential market sizes for Atossa's drugs under development and other risks detailed from time to time in Atossa's filings with the Securities and Exchange Commission, including without limitation its periodic reports on Form 10-K and 10-Q, each as amended and supplemented from time to time.

### Atossa Genetics Company Contact:

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### Investor Relations Contact:

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Source: Atossa Genetics Inc.  
**ATOSSA GENETICS INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)**

### Assets

Current assets	_____
Cash and cash equivalents	\$
Restricted cash	
Prepaid expenses	
Research and development tax rebate receivable	
Other current assets	_____
Total current assets	_____
Furniture and equipment, net	
Intangible assets, net	
Other assets	
Total Assets	\$ _____

### Liabilities and Stockholders' Equity

Current liabilities	
Accounts payable	\$
Accrued expenses	
Payroll liabilities	
Stock-based compensation liability	
Other current liabilities	
Total Current Liabilities	_____
Commitments and contingencies	
Stockholders' equity	
Preferred stock - \$0.001 par value; 10,000,000 shares authorized, consisting of Series A convertible preferred stock- \$0.001 par value; 4,000 shares authorized, and 0 shares outstanding as of September 30, 2018 and December 31, 2017; Series B convertible preferred stock- \$0.001 par value; 25,000 and 0 shares authorized, and 3,517 and 0 shares issued and outstanding as of September 30, 2018 and December 31, 2017, respectively	
Additional paid-in capital- Series B convertible preferred stock	
Common stock - \$0.18 par value; 175,000,000 shares authorized, and 5,523,255 and 2,651,952 shares issued and outstanding, as of September 30, 2018 and December 31, 2017, respectively	
Additional paid-in capital	

Accumulated deficit  
Total Stockholders' Equity

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Total Liabilities and Stockholders' Equity

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\$

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**ATOSSA GENETICS INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
**(UNAUDITED)**

	<b>For the Three Months Ended September 30,</b>	
	<b>2018</b>	<b>2017</b>
Operating Expenses		
Research and development	\$ 1,421,851	\$ 742,450
General and administrative	1,888,119	1,313,477
Total operating expenses	<u>3,309,970</u>	<u>2,055,927</u>
Operating loss	(3,309,970)	(2,055,927)
Change in fair value of common stock warrants		(128,300)
Warrant financing expense		
Other income (expense)	104	(283)
Loss before income taxes	<u>(3,309,866)</u>	<u>(2,184,510)</u>
Income taxes		
Net loss	<u>\$ (3,309,866)</u>	<u>\$ (2,184,510)</u>
Deemed Dividend attributable to preferred stock		
Net loss applicable to common shareholders	<u>\$ (3,309,866)</u>	<u>\$ (2,184,510)</u>
Loss per common share - basic and diluted	<u>\$ (0.64)</u>	<u>\$ (2.11)</u>
Weighted average shares outstanding - basic and diluted	<u>5,183,492</u>	<u>1,034,262</u>