

AMEDICA Corp
Form 8-K
November 04, 2015

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 3, 2015

Amedica Corporation
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-33624 (Commission File Number)	84-1375299 (IRS Employer Identification No.)
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1885 West 2100 South Salt Lake City, UT (Address of principal executive offices)	84119 (Zip Code)
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Registrant's telephone number, including area code: (801) 839-3500
(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))
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Item 5.07 Submission of Matters to a Vote of Security Holders

A Special Meeting of Stockholders (the “Special Meeting”) of Amedica Corporation (the “Company”) was held on November 3, 2015. At the Special Meeting, the stockholders voted on the following three proposals and cast their votes as described below.

Proposal No. 1: A proposal to approve the issuance of common stock of the Company, par value \$0.01 per share (“Common Stock”), representing more than 19.99% of the outstanding Common Stock or voting power of the Company in exchange for an aggregate of gross proceeds of approximately \$10 million pursuant to the exercise of the Series B and Series C Warrants issued in connection with that certain securities purchase agreement entered into with certain investors named therein, dated September 8, 2015, and any Series D Warrants issued in relation to the Series B or Series C Warrants, as required by the rules of The NASDAQ Stock Market (the “NASDAQ Rules”), including NASDAQ Rule 5635(d).. This proposal was approved.

For	Against	Abstain	Broker Non-vote
25,454,872	5,270,354	241,413	22,864,933

Proposal No. 2: A proposal to approve an amendment to the Company’s Restated Certificate of Incorporation to effectuate a reverse stock split of the Company’s issued and outstanding shares of Common Stock at a ratio of between 1-for-2 and 1-for-15, inclusive, which ratio will be selected at the sole discretion of our Board of Directors at any whole number in the above range, with any fractional shares that would otherwise be issued as a result of the reverse stock split being rounded up to the nearest whole share (the “Reverse Stock Split”); provided, that our Board of Directors may abandon the Reverse Stock Split in its sole discretion. This proposal was approved.

For	Against	Abstain	Broker Non-vote
45,023,229	8,519,173	289,167	0

Proposal No. 3: A proposal to ratify the appointment of Mantyla McReynolds LLC as independent registered public accounting firm for the year ending December 31, 2015. This proposal was approved.

For	Against	Abstain	Broker Non-vote
48,706,947	3,164,967	1,959,657	0

Proposal No. 4: A proposal to approve one or more adjournments of the special meeting, if necessary or appropriate, to solicit additional proxies if there are insufficient votes at the time of the meeting to adopt one or more of the foregoing Proposals. This proposal was approved.

For	Against	Abstain	Broker Non-vote
46,279,863	6,645,096	0	0

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.

AMEDICA CORPORATION

Date: November 4, 2015

/s/ Ty Lombardi
Ty Lombardi
Vice President, Finance and Principal Accounting Officer