

# SECURITIES AND EXCHANGE COMMISSION

## FORM 8-K

Current report filing

Filing Date: **2009-01-26** | Period of Report: **2009-01-26**  
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### FILER

#### PHOTOMEDEX INC

CIK: **711665** | IRS No.: **592858100** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **000-11635** | Film No.: **09546112**  
SIC: **3845** Electromedical & electrotherapeutic apparatus

Mailing Address  
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18936

Business Address  
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MONTGOMERYVILLE PA  
18936  
2156193600

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**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): January 26, 2009

**PhotoMedex, Inc.**

(Exact Name of Registrant Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**0-17706**  
(Commission File Number)

**23-2318082**  
(I.R.S. Employer Identification No.)

**147 Keystone Drive, Montgomeryville, Pennsylvania**  
(Address of Principal Executive Offices)

**18936**  
(Zip Code)

Registrant's telephone number, including area code: **215-619-3600**

**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))
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**Item 3.03. Material Modifications to Rights of Security Holders.**

On January 26, 2009, PhotoMedex, Inc. (the “Company”) effected a one-for-seven (1-for-7) reverse stock split of its outstanding shares of common stock, par value \$0.01 per share (“Common Stock”), upon the filing of a Certificate of Amendment to its Restated Certificate of Incorporation as described in Item 5.03 below (the “Reverse Stock Split”). The Reverse Stock Split was effective at [11:26 am] on January 26, 2009 (the “Effective Time”). Pursuant to the Reverse Stock Split, each holder of seven shares of Common Stock immediately prior to the Effective Time became the holder of one share of Common Stock immediately after the Effective Time. All outstanding options, warrants, convertible notes or other rights convertible into or exercisable for shares of Common Stock were adjusted in accordance with their terms and pursuant to the ratio of the Reverse Stock Split. No fractional shares were issued in connection with the Reverse Stock Split. Any fractional shares resulting from the Reverse Stock Split were rounded up to the nearest whole share and no cash payment was made in respect to such rounding.

As of the opening of The Nasdaq Global Market on January 27, 2009, the Common Stock will trade on a Reverse Stock Split-adjusted basis under the trading symbol “PHMDD” for a period of 20 trading days. Commencing on February 25, 2009, the Common Stock will resume trading under the symbol “PHMD.”

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

On January 26, 2009, the Company filed a Certificate of Amendment to its Restated Certificate of Incorporation with the Secretary of State of the State of Delaware to effect: (i) the Reverse Stock Split, and (ii) an increase in the number of authorized shares of Common Stock to 21,428,571 shares. A copy of the Certificate of Amendment is attached to this current report as Exhibit 3.1 and is incorporated herein by reference.

**Item 7.01. Regulation FD Disclosure.**

On January 26, 2009, the Company issued a press release reporting the results of its 2009 Annual Meeting of Stockholders. A copy of the press release is being furnished as Exhibit 99.1.

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

(d) *Exhibits.*

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Amendment.
99.1	Press Release dated January 26, 2009.

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**SIGNATURE**

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

**PHOTOMEDEX, INC.**

Date: January 26, 2009

By: /s/ Jeffrey F. O'Donnell  
Jeffrey F. O'Donnell  
Chief Executive Officer

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Exhibit Index

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Amendment.
99.1	Press Release dated January 26, 2009.

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**CERTIFICATE OF AMENDMENT  
OF  
RESTATED CERTIFICATE OF INCORPORATION  
OF  
PHOTOMEDEX, INC.**

PhotoMedex, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "Corporation"), for the purpose of amending its Restated Certificate of Incorporation pursuant to Section 242 of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is PhotoMedex, Inc. The Restated Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on August 8, 2000.

2. Article FOURTH of the Corporation's Restated Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

"FOURTH: The total number of shares of stock which the Corporation shall have authority to issue is Twenty-One Million Four Hundred Twenty-Eight Thousand Five Hundred Seventy-One (21,428,571) shares, consisting of Twenty-One Million Four Hundred Twenty-Eight Thousand Five Hundred Seventy-One (21,428,571) shares of Common Stock, par value \$0.01 per share (the "Common Stock")."

3. The Corporation hereby certifies that the amendment set forth above has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

Effective immediately upon the filing of this Certificate of Amendment with the Delaware Secretary of State, every seven (7) outstanding shares of Common Stock shall without further action by the Corporation or the holder thereof be combined into and automatically become one (1) share of Common Stock. No fractional shares shall be issued in connection with the foregoing stock split; all shares of Common Stock so split that are held by a stockholder will be aggregated and each fractional share resulting from such aggregation shall be rounded up to the nearest whole share and no cash payment will be made in respect to such rounding.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be duly adopted and executed in its corporate name and on its behalf by its duly authorized officer as of the 26th day of January, 2009

PHOTOMEDEX, INC.

By: \_\_\_\_\_

Name: Jeffrey F. O'Donnell

Title: Chief Executive Officer

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**Company Contact:**

PhotoMedex, Inc.  
Dennis McGrath, CFO  
(215) 619-3287  
[info@photomedex.com](mailto:info@photomedex.com)

**Investor Contacts:**

Lippert/Heilshorn & Associates, Inc.  
Kim Sutton Golodetz ([Kgolodetz@lhai.com](mailto:Kgolodetz@lhai.com))  
(212) 838-3777  
Bruce Voss ([Bvoss@lhai.com](mailto:Bvoss@lhai.com))  
(310) 691-7100

**PHOTOMEDEX ANNOUNCES RESULTS  
OF STOCKHOLDERS' MEETING**

Montgomeryville, PA — January 26, 2009 — PhotoMedex, Inc. (Nasdaq: PHMD) announced the results of its 2009 Annual Stockholders' Meeting held on January 26, 2009, at the offices of Morgan, Lewis & Bockius LLP, 1701 Market Street, Philadelphia, PA 19103.

The following matters were approved by the Company's stockholders:

- Election to the Company's Board of Directors each of Richard J. DePiano, Jeffrey F. O'Donnell, Alan R. Novak, Anthony J. Dimun, David W. Anderson, Wayne M. Withrow and Stephen P. Connelly.
- Ratification of the appointment of Amper, Politziner & Mattia, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2008.
- An amendment to the Company's 2005 Equity Compensation Plan to increase the number of shares of the Company's common stock, reserved for issuance thereunder from 6,160,000 to 8,160,000 shares and add provisions relating to the grant of performance-based stock awards that are designed to qualify as "qualified performance-based compensation" under Internal Revenue Code Section 162(m).
- Issuance of shares of the Company's common stock pursuant to the terms and conditions of the Securities Purchase Agreement, dated as of August 4, 2008, by and between the Company and Perseus Partners VII, L.P., and upon conversion of the Promissory Notes and exercise of the Warrants, each as issued pursuant to the Securities Purchase Agreement.
- An amendment to the Company's Certificate of Incorporation to effect a reverse stock split of the Company's outstanding common stock at an exchange ratio of 1-for-7 and authorize the Company's Board of Directors to implement the reverse stock split at any time prior to the 2010 annual meeting of stockholders by filing an amendment to the Company's Certificate of Incorporation.
- An amendment to the Company's Certificate of Incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 150,000,000.

Following the Stockholder Meeting, on January 26, 2009, the Company filed an amendment to its Certificate of Incorporation to effect the reverse stock split and the increase in the number of authorized shares of common stock.



### **About PhotoMedex**

PhotoMedex is engaged in the development of proprietary excimer laser and fiber optic systems and techniques directed toward dermatological applications, with FDA 510(k) clearances to market the XTRAC<sup>®</sup> laser system for the treatment of psoriasis, vitiligo, atopic dermatitis and The Company is a leader in the development, manufacturing and marketing of medical laser products and services. In addition, as a result of the merger with ProCyte, PhotoMedex now develops and markets products based on its patented, clinically proven Copper Peptide technology for skin health, hair care and wound care. PhotoMedex sells directly to dermatologists, plastic and cosmetic surgeons, and salons. ProCyte brands include Neova<sup>®</sup>, Ti-Silc<sup>®</sup>, VitalCopper<sup>®</sup>, Simple Solutions<sup>®</sup> and AquaSanté<sup>®</sup>.

This press release includes forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These statements are based on managements’ current expectations and beliefs and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements.

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