

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-01-28** | Period of Report: **2013-01-28**
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FILER

Kips Bay Medical, Inc.

CIK: **1460198** | IRS No.: **208947689** | State of Incorpor.: **DE** | Fiscal Year End: **1231**
Type: **8-K** | Act: **34** | File No.: **001-35080** | Film No.: **13551198**
SIC: **3841** Surgical & medical instruments & apparatus

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MINNEAPOLIS MN 55447

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3405 ANNAPOLIS LANE
MINNEAPOLIS MN 55447
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**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): **January 28, 2013**

Kips Bay Medical, Inc.

(Exact name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of incorporation)

001-35080

(Commission File Number)

20-8947689

(IRS Employer Identification No.)

3405 Annapolis Lane North, Suite 200

Minneapolis, Minnesota 55447

(Address of principal executive offices and Zip Code)

(763) 235-3540

(Registrant's telephone number, including area code)

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))

Item 8.01 Other Events

On January 28, 2013, Kips Bay Medical, Inc. (the "Company") issued a press release announcing the closing of the underwriters' partial exercise of the over-allotment option granted to the underwriters in connection with the Company's follow-on offering of common stock, which offering closed on December 28, 2012. The full text of the press release is set forth in Exhibit 99.1 attached hereto and is incorporated by reference in this Current Report on Form 8-K as if fully set forth herein.

Item 9.01 Financial Statements and Exhibits

- (a) Financial statements: None
- (b) Pro forma financial information: None
- (c) Shell company transactions: None
- (d) Exhibits: 99.1 - Press Release dated January 28, 2013

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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.

Date: January 28, 2013

KIPS BAY MEDICAL, INC.

By: /s/ Scott Kellen

Scott Kellen

Chief Operating Officer and Chief Financial Officer

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

**EXHIBIT INDEX
to
FORM 8-K**

KIPS BAY MEDICAL, INC.

Date of Report:
January 28, 2013

Commission File No.:
001-35080

Exhibit No.	ITEM
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99.1	Press Release dated January 28, 2013
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Kips Bay Medical, Inc. Announces Closing of Underwriters' Partial Exercise of Over-Allotment Option

Minneapolis, MN, January 28, 2013, Kips Bay Medical, Inc. (NASDAQ: KIPS), along with Manny Villafaña, its Founder, Chairman and CEO, today announced the closing of the underwriters' purchase from the Company of 475,000 shares of Company common stock at a price of \$0.65 per share pursuant to the over-allotment option granted to the underwriters in connection with the Company's follow-on offering of common stock, which offering closed on December 28, 2012. Sunrise Securities Corp. gave the Company notice of the exercise on January 24, 2013. Sunrise Securities Corp. was the sole book-running manager and Aegis Capital Corp. was a co-manager for the offering.

A registration statement on Form S-1 relating to these securities was declared effective by the Securities and Exchange Commission on December 21, 2012. A final prospectus relating to the offering was filed with the SEC and is available on the SEC's web site at <http://www.sec.gov>. Copies of the final prospectus relating to the offering may also be obtained from the offices of Sunrise Securities Corp., 600 Lexington Ave., 23rd Floor, New York, New York 10022, telephone: (212) 421-1616 or email: rf@sunrisecorp.com, or from the above-mentioned SEC website.

This press release does not constitute an offer to sell, or the solicitation of an offer to buy, these securities, nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale is not permitted.

About Kips Bay Medical

Kips Bay Medical, Inc., founded in 2007 and headquartered in Minneapolis, Minnesota, is a medical device company focused on manufacturing and commercializing its innovative external saphenous vein support technology, or eSVS Mesh for use in coronary artery bypass grafting surgery. The eSVS Mesh is a nitinol mesh sleeve that, when placed over a saphenous vein graft during CABG surgery, is designed to improve the structural characteristics and long-term performance of the saphenous vein graft. Additional information about Kips Bay Medical, Inc. can be found at www.KipsBayMedical.com.

Contact:

Kips Bay Medical, Inc.

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or

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