

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: **2013-05-16** | Period of Report: **2013-05-13**  
SEC Accession No. [0001144204-13-029784](#)

([HTML Version](#) on [secdatabase.com](#))

FILER

**Bacterin International Holdings, Inc.**

CIK: **1453593** | IRS No.: **205313323** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **001-34951** | Film No.: **13849678**  
SIC: **2836** Biological products, (no diagnostic substances)

Mailing Address  
600 CRUISER LANE  
BELGRADE MT 59714

Business Address  
600 CRUISER LANE  
BELGRADE MT 59714  
406-388-0480

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): May 13, 2013

**Bacterin International Holdings, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-34951

(Commission File Number)

20-5313323

(IRS Employer Identification No.)

600 Cruiser Lane  
Belgrade, Montana

(Address of Principal Executive Offices)

59714

(Zip Code)

(406) 388-0480

(Registrant's Telephone Number, Including Area Code)

(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))

### **Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On May 13, 2013, we received a letter from the NYSE MKT LLC (the "Exchange") notifying us that we are not in compliance with the Exchange's continued listing standards. Specifically, we are not in compliance with Section 1003(a)(iii) of the Company Guide with stockholders' equity of less than \$6,000,000 and net losses in five of our most recent fiscal years and Section 1003(a)(ii) with stockholders' equity of less than \$4,000,000 and net losses in three of our four most recent fiscal years. Therefore, we have become subject to the procedures and requirements of Section 1009 of the Company guide and must submit a plan of compliance by June 13, 2013 addressing how we intend to regain compliance with Sections 1003(a)(iii) and 1003(a)(ii) of the Company Guide by November 13, 2014.

This letter has no effect on the listing of the Company's common stock at this time, and the Company intends to submit a plan to regain compliance.

This Form 8-K contains forward-looking statements that are subject to various assumptions, risks and uncertainties. These forward-looking statements may include financial projections, revenue and earnings guidance and other statements or assumptions regarding our expectations and beliefs. The Company believes that its expectations, as expressed in these statements are based on reasonable assumptions regarding the risks and uncertainties inherent in achieving those expectations. These statements are not, however, guarantees of performance and actual results may differ materially. Risks and uncertainties which may cause actual results to be different than expressed or implied in our forward-looking statements include, but are not limited to, the risk factors described under the heading "Risk Factors" in our Annual Report on Form 10-K and our Quarterly Report on Form 10-Q. The Company expressly disclaims any current intention to update any forward-looking statement as a result of new information or future events or developments.

### **Item 7.01 Regulation FD Disclosure.**

The Company has issued a press release entitled "Bacterin Receives Compliance Notice from NYSE MKT" which is attached as Exhibit 99.1 and incorporated herein.

The information in this Item 7.01 and the document attached as Exhibit 99.1 are being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), nor otherwise subject to the liabilities of that section, nor incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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

(d) Exhibits.

<b>Exhibit No</b>	<b>Description</b>
99.1	Press Release of Bacterin International Holdings, Inc. dated May 16, 2013 entitled "Bacterin Receives Compliance Notice from NYSE MKT"

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.

Dated: May 16, 2013

**BACTERIN INTERNATIONAL HOLDINGS, INC.**

By: /s/ John Gandolfo

Name: John Gandolfo

Title: CFO and Interim Co-CEO

---

## EXHIBIT INDEX

99.1 Press Release of Bacterin International Holdings, Inc. dated May 16, 2013 entitled "Bacterin Receives Compliance Notice from NYSE MKT"

---



## Bacterin Receives Compliance Notice from NYSE MKT

**BELGRADE, MT, May 16, 2013** — Bacterin International Holdings, Inc. (NYSE MKT: BONE), a leader in the development of revolutionary bone graft material and coatings for medical applications, today announced that it has received a compliance notice from the NYSE MKT compliance group.

Specifically the notice indicated that the Company is not in compliance with Sections 1003(a)(iii) and 1003(a)(ii), regarding stockholder's equity of less than \$6 million and net losses in five of its most recent fiscal years and stockholders' equity of less than \$4 million and net losses in three of its four most recent fiscal years, respectively. The Company will be required to submit a plan of compliance by June 13, 2013 to address how it intends to regain compliance.

“The receipt of the letter does not have an immediate effect upon the listing of the Company's common stock,” said John Gandolfo, Interim Co-Chief Executive Officer and Chief Financial Officer of Bacterin International. “We anticipated receiving this notice and have already begun moving forward with a plan to resolve the matter and continue with our listing on the NYSE MKT exchange. We feel we have a few options available and will take the appropriate steps to address the situation.”

Pursuant to Exchange rules, the Company's stock will continue to be listed for trading, and on or before June 13, 2013, the Company will furnish the Exchange with a specific plan of how it will return to compliance on or before November 13, 2014. If the Exchange accepts the Plan, Bacterin will be able to continue its listing during the plan period, but will be subject to continued periodic review by the Exchange staff. If the Company does not make progress consistent with the Plan during the Plan period, the Exchange could initiate delisting proceedings.

The Company recently reported first quarter 2013 revenues of \$8.6 million, which was a 11% increase over first quarter 2012 revenues and a 6% increase over reported revenues for the fourth quarter of 2012.

### **About Bacterin International Holdings**

Bacterin International Holdings, Inc. (NYSE MKT: BONE) develops, manufactures and markets biologics products to domestic and international markets. Bacterin's proprietary methods optimize the growth factors in human allografts to create the ideal stem cell scaffold to promote bone, subchondral repair and dermal growth. These products are used in a variety of applications including enhancing fusion in spine surgery, relief of back pain, promotion of bone growth in foot and ankle surgery, promotion of cranial healing following neurosurgery and subchondral repair in knee and other joint surgeries.

Bacterin's Medical Device division develops and licenses coatings for various medical device applications. For further information, please visit [www.bacterin.com](http://www.bacterin.com).

**Important Cautions Regarding Forward-looking Statements**

This news release contains certain disclosures that may be deemed forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to significant risks and uncertainties. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "continue," "efforts," "expects," "anticipates," "intends," "plans," "believes," "estimates," "projects," "forecasts," "strategy," "will," "goal," "target," "prospects," "potential," "optimistic," "confident," "likely," "probable" or similar expressions or the negative thereof. Statements of historical fact also may be deemed to be forward-looking statements. We caution that these statements by their nature involve risks and uncertainties, and actual results may differ materially depending on a variety of important factors, including, among others: the Company's ability to meet its existing and anticipated contractual obligations, including financial covenant and other obligations contained in the Company's secured lending facility; the Company's ability to manage cash flow and achieve profitability; the Company's ability to develop, market, sell and distribute desirable applications, products and services and to protect its intellectual property; the ability of the Company's sales force to achieve expected results; the ability of the Company's customers to pay and the timeliness of such payments; the Company's ability to obtain financing as and when needed; changes in consumer demands and preferences; the Company's ability to attract and retain management and employees with appropriate skills and expertise; the Company's ability to attract and retain a well qualified Chief Executive Officer; the Company's ability to successfully conclude government investigations; the impact of changes in market, legal and regulatory conditions and in the applicable business environment, including actions of competitors; and other factors. Additional risk factors are listed in the Company's Annual Report on Form 10-K and Quarterly Report on Form 10-Q under the heading "Risk Factors." The Company undertakes no obligation to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

**Investor Contact:**

COCKRELL GROUP

Rich Cockrell

877-889-1972

[investorrelations@thecockrellgroup.com](mailto:investorrelations@thecockrellgroup.com)

[cockrellgroup.com](http://cockrellgroup.com)