

Microbot Medical Inc.
Form 8-K
April 05, 2018

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): April 4, 2018

MICROBOT MEDICAL INC.

(Exact name of registrant as specified in its charter)

Delaware **000-19871** **94-3078125**
(State or other jurisdiction **(Commission** **(IRS Employer**
of incorporation) **File Number)** **Identification No.)**

25 Recreation Park Drive, Unit 108

Hingham, Massachusetts 02043
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (781) 875-3605

(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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Item 1.01 Entry into a Material Definitive Agreement.

Effective as of April 4, 2018, Microbot Medical Inc. (the “Company”) entered into a Tolling and Standstill Agreement (the “Tolling Agreement”), dated April 2, 2018, with Empery Asset Master, Ltd., Empery Tax Efficient LP, Empery Tax Efficient II LP, and Hudson Bay Master Fund, Ltd. (the “Investors”). Pursuant to the Tolling Agreement, among other things, (a) the Investors agreed not to bring any claims against the Company arising out of the lawsuit, captioned Sabby Healthcare Master Fund Ltd. and Sabby Volatility Warrant Master Fund Ltd., Plaintiffs, against Microbot Medical Inc., Defendant, pending in the Supreme Court of the State of New York, County of New York (Index No. 654581/2017) (the “Matter”), (b) the parties agreed that if the Company reaches an agreement to settle the claims asserted by the plaintiffs in the Matter, the Company will provide the same settlement terms on a pro rata basis to the Investors, and the Investors will either accept same or waive all of their claims and (c) the parties froze in time the rights and privileges of each party as of the effective date of the Tolling Agreement until (i) an agreement to settle the Matter is executed; (ii) a judgment in the Matter is obtained; or (iii) the Matter is otherwise dismissed with prejudice.

The foregoing description of the Tolling Agreement is not complete and is subject to and qualified in its entirety by reference to the Tolling Agreement, a copy of which will be filed with the Company’s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018.

Item 8.01 Other Events.

On April 5, 2018, the Company issued a press release announcing the appointment of Mr. Simon Sharon as the Company’s Chief Technology Officer. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit

Number Description

99.1 Press release, dated April 5, 2018

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 thereunto duly authorized.

MICROBOT MEDICAL INC.

By: */s/ Harel Gadot*

Name: Harel Gadot

Title: Chief Executive Officer, President and Chairman

Date: April 5, 2018

