
Section 1: 8-K (FORM 8-K)

**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): February 10, 2017

Signal Genetics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-36483
(Commission
File Number)

47-1187261
(IRS Employer
Identification No.)

5740 Fleet St
Carlsbad, CA 92008
(Address of principal executive offices)

92008
(Zip Code)

Registrant's telephone number, including area code: (760) 537-4100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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 5.07 Submission of Matters to a Vote of Security Holders.

At the special meeting of stockholders of Signal Genetics, Inc. (the “Company”) held on February 10, 2017 (the “Special Meeting”), the stockholders of the Company voted as set forth below on the following proposals, each of which is described in detail in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on January 9, 2017. The stockholders of the Company had also been solicited to vote to approve an adjournment of the Special Meeting, if necessary, to solicit additional proxies if there were insufficient votes at the time of the Special Meeting to approve the Merger Agreement referenced below, but such adjournment was deemed unnecessary.

At the Special Meeting, 430,919 shares of common stock, or approximately 58.05% of the outstanding common stock entitled to vote were represented by proxy or in person.

The final voting results for each matter submitted to a vote of the Company’s stockholders are as follows:

Proposal 1. Approval of the Merger with Miragen Therapeutics, Inc.

The approval of the issuance of common stock pursuant to the Agreement and Plan of Merger and Reorganization (the “Merger Agreement”), dated as of October 31, 2016, by and among the Company, Signal Merger Sub, Inc. and Miragen Therapeutics, Inc.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
416,151	4,653	10,115	0

Proposal 2. Approval of Change in Control.

The approval of the change in control of the Company resulting from the merger pursuant to the Merger Agreement.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
416,284	4,440	10,195	0

Proposal 3. Approval of Note Conversion.

The approval of the conversion of the Unsecured Demand Promissory Note, dated March 6, 2015, issued by the Company to Bennett LeBow in the original principal amount of \$1,105,009, as amended on October 31, 2016 into shares of common stock.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
419,433	1,391	10,095	0

Proposal 4. Approval of Equity Incentive Plan.

The approval of the the Company’s 2016 Equity Incentive Plan.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
419,213	11,377	329	0

Proposal 5. Approval of Employee Stock Purchase Plan.

The approval of the Company's 2016 Employee Stock Purchase Plan.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
420,252	10,401	266	0

Proposal 6. Approval of the name change to Miragen Therapeutics, Inc.

The approval of an amendment to the certificate of incorporation of the Company changing the Company's corporate name to "Miragen Therapeutics, Inc."

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
416,300	4,507	10,112	0

Proposal 7. Approval of Reverse Stock Split

The approval of an amendment to the certificate of incorporation of the Company effecting a reverse stock split of the Company's issued and outstanding common stock within a range of every one-to-15 shares (or any number in between) of outstanding Company common stock to be combined and reclassified into one share of Company common stock.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
415,398	5,409	10,112	0

Proposal 8. Approval of an Increase in Authorized Shares

The approval of an amendment to the certificate of incorporation of the Company increasing the number of authorized shares of Company common stock from 50,000,000 shares to 100,000,000 shares.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
417,040	3,767	10,112	0

Proposal 9. Approval of the Sale of Assets related to the MyPRS Test

The approval of the sale of all of the Company's intellectual property assets related to its MyPRS test pursuant to the Intellectual Property Purchase Agreement with Quest Diagnostics Investments LLC.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
415,559	5,202	10,158	0

Proposal 10. Approval of Elimination of the Ability of Stockholders to Act by Written Consent

The approval of an amendment to the certificate of incorporation of the Company to eliminate the ability of the Company's stockholders to act by written consent.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
398,063	22,491	10,365	0

Item 8.01. Other events.

On February 10, 2017, the Company announced voting results relating to the Special Meeting. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

Reference is made to the Exhibit Index included with this Current Report on Form 8-K.

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 hereunto duly authorized.

Signal Genetics, Inc.

Dated: February 10, 2017

By: /s/ Tamara A. Seymour

Tamara A. Seymour
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release issued by Signal Genetics, Inc. on February 10, 2017 announcing the results of the Special Meeting. (Back To Top)

Section 2: EX-99.1 (EX-99.1)

EXHIBIT 99.1

Signal Announces Results of Special Meeting

Carlsbad, CA February 10, 2017 – Signal Genetics, Inc. (Signal) (Nasdaq: SGNL) announced today that, based upon the final vote count certified by the independent inspector of elections for the special meeting of stockholders held February 10, 2017, its stockholders approved all of the merger-related proposals, including: (i) the issuance of common stock pursuant to the Agreement and Plan of Merger and Reorganization, dated as of October 31, 2016, by and among Signal, Signal Merger Sub, Inc. and Miragen Therapeutics, Inc. (Miragen), (ii) the change in control of Signal resulting from the merger, (iii) the conversion of the unsecured demand promissory note issued by Signal to Bennett LeBow into shares of common stock, (iv) adopting the Signal 2016 Equity Incentive Plan, (v) adopting the Signal 2016 Employee Stock Purchase Plan, (vi) changing the name of Signal from “Signal Genetics, Inc.” to “Miragen Therapeutics, Inc.,” (vii) a reverse stock split within a range of every one to 15 shares (or any number in between) of outstanding Signal common stock to be combined and reclassified into one new share, (viii) increasing the number of authorized shares of Signal common stock from 50,000,000 shares to 100,000,000 shares, (ix) the sale of all of Signal’s intellectual property assets related to its MyPRS test to Quest Diagnostics Investments LLC and (x) eliminating the ability of Signal’s stockholders to act by written consent. The closing of the merger and the other approved actions are expected to occur on February 13, 2017. The consolidated common shares for the combined company are expected to commence trading on The NASDAQ Capital Market under the symbol “MGEN” on February 14, 2017.

“We are very pleased with the affirmative vote at today’s special meeting of stockholders concerning our merger with Miragen and we now look forward to closing this transaction,” stated Samuel Riccitelli, Signal’s President and Chief Executive Officer.

Immediately prior to the closing of the merger, Miragen is expected to receive gross proceeds of \$40.7 million in investment from a combination of certain current and new investors in Miragen. Upon the closing, each holder of Miragen common stock will receive approximately 0.7031 shares of Signal common stock, and upon the closing of the merger, the combined company will have approximately 21.3 million shares outstanding. The Miragen financing proceeds, together with (i) approximately \$20.0 million in available, pre-merger cash on Miragen’s balance sheet and (ii) approximately \$0.95 million to be received from the sale of the MyPRS assets, is expected to result in approximately \$61.65 million in cash available for the combined businesses, before the payment of transaction and other fees.

Note Regarding Forward-Looking Statements

Statements contained in this press release regarding matters that are not historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements include, but are not limited to, statements concerning the structure, timing and completion of our proposed merger with Miragen, and Miragen’s future operations, financial position and revenue. Signal and/or Miragen may not actually achieve the proposed merger or otherwise carry out the intentions or meet the expectations or projections disclosed in our forward-looking statements, and you should not place undue reliance on these forward-looking statements. Because such statements are subject to risks and uncertainties, actual results may differ materially from those expressed or implied by such forward-looking statements. These forward-looking statements are based upon Signal’s and Miragen’s current expectations and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties, which include, without limitation, risks and uncertainties associated with the ability to consummate the proposed merger through the process being conducted by Signal and Miragen. Risks and uncertainties facing Signal are described more fully in Signal’s periodic reports and the Form S-4 registration statement filed with the Securities and Exchange Commission. All forward-looking statements contained in this press release speak only as of the date on which they were made. Signal undertakes no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

CONTACTS

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