

MYOS RENS TECHNOLOGY INC.

Form 8-K

July 24, 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): **July 24, 2018**

MYOS RENS TECHNOLOGY INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-53298

(Commission File Number)

90-0772394

(IRS Employer

Identification No.)

45 Horsehill Road,

07927

Suite 106 Cedar Knolls, New Jersey

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(973) 509-0444**

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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

On July 24, 2018, MYOS RENS Technology Inc. (the “**Company**”) entered into a Sales Agreement (the “**Agreement**”) with H.C. Wainwright & Co., LLC (“**H.C. Wainwright**”) which establishes an at-the-market equity program pursuant to which the Company may offer and sell shares of its common stock (the “**Shares**”), from time to time through H.C. Wainwright, as set forth in the Agreement. Each Share includes a preferred stock purchase right that trades with the Share. The Company will determine, at its sole discretion, the timing and number of shares to be sold pursuant to the Agreement along with any minimum price below which sales may not be made.

Pursuant to the Agreement, H.C. Wainwright will use its commercially reasonable efforts consistent with its normal trading and sales practices to sell the Shares from time to time, based upon instructions from the Company. The Company has provided H.C. Wainwright with customary indemnification rights, and H.C. Wainwright will be entitled to a commission of up to five percent of the gross proceeds per share sold. In addition, the Company has agreed to pay certain expenses incurred by H.C. Wainwright in connection with the Agreement, including up to \$50,000 of the fees and disbursements of its counsel. The Agreement will terminate upon the sale of all of the Shares under the Agreement unless terminated earlier by either party as permitted under the Agreement.

Sales of the Shares, if any, under the Agreement shall be made in transactions that are deemed to be “at the market offerings” as defined in Rule 415 under the Securities Act of 1933, as amended. The Company has no obligation to sell any of the Shares, and, at any time, the Company may suspend offers under the Agreement or terminate the Agreement.

The Shares are being offered by the Company pursuant to a shelf registration statement on Form S-3 (File No. 333-221119), which was declared effective on May 15, 2018 by the Securities and Exchange Commission (the “**SEC**”). The Shares may be offered only by means of a prospectus, including a prospectus supplement, forming a part of the effective registration statement. A prospectus supplement relating to the offering of the Shares will be filed with the SEC and will be available on the SEC’s website at <http://www.sec.gov>.

The foregoing description of the Agreement does not purport to be complete and is qualified in its entirety by reference to the Agreement, which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

The legal opinion, including the related consent, of Ellenoff Grossman & Schole LLP relating to the legality of the issuance and sale of the Shares is filed hereto as Exhibit 5.1.

This Current Report on Form 8-K does not constitute an offer to sell the Shares or a solicitation of an offer to buy such securities, nor shall there be any sale of the Shares in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
5.1	<u>Opinion of Ellenoff Grossman & Schole LLP</u>
10.1	<u>Sales Agreement, dated July 24, 2018, between the Company and H.C. Wainwright & Co., LLC</u>
23.1	<u>Consent of Ellenoff Grossman & Schole LLP (included in Exhibit 5.1)</u>

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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.

**MYOS RENS
TECHNOLOGY, INC.**

Dated: July 24, 2018 By: /s/ Joseph Mannello
Name: Joseph Mannello
Title: Chief Executive Officer