



Registrant's telephone number, including area code: **(774) 233-7300**

(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 (§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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

As previously disclosed, on October 4, 2017, Biostage, Inc. (the “Company”) received written notification from The Nasdaq Stock Market LLC (“NASDAQ”) that the Company’s common stock would be suspended from trading, effective with the open of business on October 6, 2017. Concurrently with the suspension, the Company’s common stock began trading on the OTCQB marketplace.

On December 6, 2017, NASDAQ announced that it will finalize the delisting process and file a Form 25 with the Securities and Exchange Commission. The delisting becomes effective ten days after the Form 25 is filed and will complete the NASDAQ delisting process. The Form 25 will have no impact on the trading of the common stock which will continue to trade on the OTCQB marketplace under the symbol “BSTG.”

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BIOSTAGE, INC.**  
(Registrant)

**December 7, 2017** /s/ **Thomas McNaughton**  
(Date) Thomas McNaughton  
*Chief Financial Officer*