

Alliqua BioMedical, Inc.
Form 8-K
February 09, 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): February 5, 2018

Alliqua BioMedical, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware	001-36278	58-2349413
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

1010 Stony Hill Road

Suite 200 19067

Yardley, Pennsylvania
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (215) 702-8550

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 1.01 Entry into a Material Definitive Agreement.

On February 5, 2018, Alliqua BioMedical, Inc. (the “**Company**”), AquaMed Technologies, Inc., a wholly owned subsidiary of the Company (the “**Guarantor**”), and Perceptive Credit Holdings, L.P. (“**Perceptive**”) entered into a Forbearance and Amendment Agreement (the “**Amendment Agreement**”), pursuant to which the parties agreed to certain amendments and modifications to the terms of the Credit Agreement and Guaranty, dated May 29, 2015, by and among the Company, the Guarantor and Perceptive (the “**Credit Agreement**”). The Amendment Agreement provides for, among other things, an extension to the currently effective forbearance period in respect of the Company’s default of a covenant pertaining to maintaining a minimum amount of unencumbered cash and trailing twelve-month revenue under the Credit Agreement (the “**Specified Defaults**”). Under the Amendment Agreement, Perceptive has agreed to forbear from exercising any rights and remedies related to the Specified Defaults until the earlier of (i) April 30, 2018, (ii) the date when Perceptive becomes aware that any other default (other than the Specified Defaults) has occurred and is continuing and (iii) the date that the previously announced Asset Purchase Agreement, dated January 5, 2018, by and among the Company and Celularity Inc. has been terminated (such earlier date, the “**Termination Date**”). Perceptive reserved the right, commencing on the Termination Date, to pursue any rights and remedies available to it under the Credit Agreement or pursuant to law or otherwise with respect to either or both of the Specified Defaults.

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

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
<u>10.1</u>	<u>Forbearance and Amendment Agreement, dated February 5, 2018, by and among Alliqua BioMedical, Inc., AquaMed Technologies, Inc. and Perceptive Credit Holdings, LP.</u>

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.

**ALLIQUA BIOMEDICAL,
INC.**

Dated: February 9, 2018 By: /s/ Brian Posner
Name: Brian Posner
Title: Chief Financial Officer