## Edgar Filing: AMEDICA Corp - Form 10-K/A

AMEDICA Corp Form 10-K/A December 17, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 10-K /A

(Amendment No. 1)

x Annual report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the fiscal year ended December 31, 2014

Or

"Transition report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from to

Commission File No. 001-33624

**Amedica Corporation** 

(Exact name of registrant as specified in its charter)

Delaware 84-1375299
(State or other jurisdiction of incorporation or organization) Identification No.)

1885 West 2100 South, Salt Lake City, UT 84119 (Address of principal executive offices and Zip Code)

(801) 839-3500

(Registrant's telephone number, including area code)

Title of each class

Name of each exchange on which registered

Common Stock, \$0.01 par value The NASDAQ Capital Market Securities registered under Section 12(b) of the Act: Common Stock, Par Value \$0.01

Securities registered under Section 12(g) of the Act:

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes "No x

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Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes "No x

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No "

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T(§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No "

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to the this Form 10-K. "Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large Accelerated Filer"

Accelerated Filer

Non-Accelerated Filer " [Do not check if a smaller reporting company] Smaller reporting company x Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes "No x

The aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter was \$ \$48,738,000. The number of shares outstanding of the registrant's common stock, \$0.01 par value per share, as of December 16, 2015 was 153,584,359.

DOCUMENTS INCORPORATED BY REFERENCE: NONE

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#### **EXPLANATORY NOTE**

We are filing this Amendment No. 1 to our Annual Report on Form 10-K (this "Amendment") to amend our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, as filed with the Securities and Exchange Commission (the "SEC") on March 24, 2015 (the "Form 10-K"). The sole purpose of this Amendment is to file new certifications by our principal executive officer and principal financial officer which certifications are filed as Exhibits 31.1 and 31.2 to this Amendment.

No changes have been made in this Amendment to modify or update the other disclosures presented in the Form 10-K. This Amendment does not reflect events occurring after the filing of the original Form 10-K or modify or update those disclosures that may be affected by subsequent events. This Amendment should be read in conjunction with the Form 10-K and our other filings with the SEC.

### **EXHIBIT INDEX**

Exhibit Number Exhibit Description

31.1 Certification of Chief Executive Officer
31.2 Certification of Principal Accounting Officer

### **SIGNATURES**

Date: December 17, 2015

Date: December 17, 2015

Pursuant to the requirements of Section 13 or 15(d) 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.

AMEDICA CORPORATION

/S/ B. Sonny Bal

B. Sonny Bal

Chief Executive Officer (Principal Executive Officer)

/S/ Ty A. Lombardi

Tv A. Lombardi

Vice President Finance

(Principal Financial and Accounting

Officer)