

Avinger Inc
Form 8-K
March 11, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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):

March 6, 2019

Avinger, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

001-36817

(Commission File Number)

20-8873453

(IRS Employer
Identification No.)

400 Chesapeake Drive

Redwood City, California 94063

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(Address of principal executive offices, including zip code)

(650) 241-7900

(Registrant's telephone number, including area code)

Not Applicable

(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 (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 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 3.02. Unregistered Sales of Equity Securities.

On February 16, 2018 we closed an offering of 17,979 shares of Series B Preferred Stock, par value \$0.001 per share (the “Series B Preferred Stock”). The Series B preferred stock issued in the offering is convertible into shares of the company’s common stock at a conversion price of \$0.40 per share, which means that each share of Series B preferred stock is convertible into 2,500 shares of common stock without additional consideration.

From January 1, 2019 through March 6, 2019, we issued 2,715,000 shares of our common stock upon the conversion of 1,086 shares of our Series B preferred stock. Each share of Series B preferred stock was convertible into 2,500 shares of common stock. We received no consideration upon the conversion of such shares of Series B preferred stock. We relied on the exemption from registration under Section 3(a)(9) of the Securities Act of 1933, as amended.

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.

AVINGER, INC.

Date: March 11, 2019 By: /s/ Mark Weinswig
Mark Weinswig

Chief Financial
Officer