

**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): June 26, 2019

Vermillion, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34810
(Commission
File Number)

33-0595156
(IRS Employer
Identification No.)

12117 Bee Caves Road Building Three, Suite 100, Austin,
TX
(Address of principal executive offices)

78738
(Zip Code)

Registrant's telephone number, including area code: (512) 519-0400

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	VRML	The Nasdaq Stock Exchange

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 June 26, 2019, Vermillion, Inc. (the “**Company**”) entered into an underwriting agreement (the “**Underwriting Agreement**”) with William Blair & Company, L.L.C., as the sole underwriter (the “**Underwriter**”), in connection with the underwritten public offering of 18,750,000 shares of the Company’s common stock, par value \$0.001 per share (“**Common Stock**”), at a price to the public of \$0.80 per share (the “**Offering**”).

Pursuant to the Underwriting Agreement, the Company granted the Underwriter an option to purchase up to an additional 2,812,500 shares of Common Stock at the public offering price, less underwriting discounts and commissions. The Underwriter can exercise this option at any time within 30 days after the date of the Underwriting Agreement. The Offering closed on June 28, 2019 and resulted in net proceeds to the Company of \$13,950,000, before expenses and assuming no exercise of the Underwriter’s option to purchase additional shares.

The Underwriting Agreement contains customary representations, warranties and covenants by the Company, customary indemnification obligations of the Company and the Underwriter, including for liabilities under the Securities Act of 1933, as amended, and other obligations of the parties. The representations and warranties contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, may have been used for purposes of allocating risk between the parties rather than establishing matters as facts, and may be subject to materiality and other limitations agreed upon by the contracting parties. Accordingly, stockholders should not rely upon such representations and warranties as characterizations of the actual state of facts or condition of the Company or its subsidiaries and affiliates.

The Offering was made pursuant to the Company’s Registration Statement on Form S-3 (File No. 333-221092) filed with the Securities and Exchange Commission on October 24, 2017, including the prospectus dated November 7, 2017 contained therein, as the same has been supplemented.

A copy of the Underwriting Agreement is attached hereto as Exhibit 1.1 and is incorporated herein by reference. The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the aforementioned exhibit. A copy of the opinion of Sidley Austin LLP, counsel to the Company, regarding the legality of the shares of Common Stock issued and sold in the Offering is attached as Exhibit 5.1 hereto.

Item 9.01 Financial Statements and Exhibits.

(d)

<u>Exhibit No.</u>	<u>Description.</u>
1.1	<u>Underwriting Agreement, dated June 26, 2019, between Vermillion, Inc. and William Blair & Company, L.L.C., as Underwriter</u>
5.1	<u>Opinion of Sidley Austin LLP</u>
23.1	<u>Consent of Sidley Austin LLP (included in Exhibit 5.1)</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.

Vermillion, Inc.

Date: June 28, 2019

By: /s/ Robert Beechey

Robert Beechey
Chief Financial Officer