

TRANSGENOMIC INC
Form 8-K
August 29, 2003

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):

August 27, 2003

TRANSGENOMIC, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State of Formation)

000-30975

(Commission File Number)

91-1789357

(IRS Employer Identification Number)

12325 Emmet Street

Omaha, NE

(Address of principal executive offices)

68164

(Zip Code)

(402) 452-5400

(Registrants telephone number, including area code)

Not applicable

(Former name or former address, if changed since last report)

Item 5. Other Events and Regulation FD Disclosure.

On August 27, 2003, Transgenomic, Inc. (the Company) entered into a Securities Purchase Agreement (the Agreement) with a select group of investors (the Purchasers), including two of the Company's largest institutional investors. Pursuant to the Agreement, the Purchasers will collectively acquire 4,500,000 shares of the Company's common stock. The purchase price of the shares is \$1.00 per share. The net proceeds to the Company, after payment of a 5% sales commission to Fahnestock & Co. Inc., who acted as the placement agent for the sale, and other expenses of the offering, will be approximately \$4,239,000, all of which will be used by the Company for working capital purposes. The sale of these shares is exempt from registration under the Securities Act of 1933, as amended (the Securities Act), as a sale not involving a public offering. The sale of the shares is contingent only upon the staff of the Securities and Exchange Commission notifying the Company of its willingness to declare a registration statement relating to the resale of such shares effective under the Securities Act.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

- 10. Form of Securities Purchase Agreement

- 99. Press Release issued August 28, 2003

SIGNATURE

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.

TRANSGENOMIC, INC.

By

/s/ Michael J. Draper

Michael J. Draper, Chief Financial Officer

August 29, 2003