

SIGNAL GENETICS, INC.
Form 10-Q/A
December 23, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
Amendment No. 1

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended September 30, 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 Number: 001-36483

SIGNAL GENETICS, INC.
(Exact name of Registrant as specified in its Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-1187261
(I.R.S. Employer
Identification Number)

5740 Fleet Street
Carlsbad, CA
(Address of principal executive offices)

92008
(Zip Code)

Registrant's Telephone Number, Including Area Code: (760) 537-4100

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 No

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

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting

company” in Rule 12b-2 of the Exchange Act. (Check one):

| | | | |
|-------------------------|--------------------------|---------------------------|-------------------------------------|
| Large Accelerated Filer | <input type="checkbox"/> | Accelerated Filer | <input type="checkbox"/> |
| Non-Accelerated Filer | <input type="checkbox"/> | Smaller Reporting Company | <input checked="" type="checkbox"/> |

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 14, 2014, there were 3,782,629 shares of the issuer’s common stock, par value \$0.01 per share, outstanding.

Explanatory Note

Signal Genetics, Inc. (the “Company”) is filing this Amendment No. 1 (this “Amendment”) to its Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission (the “Commission”) on November 14, 2014 for the quarterly period ended September 30, 2014 (the “Original Report”) solely to refile Exhibits 10.2 and 10.3 (the “Exhibits”) to the Original Report in response to comments received from the Commission regarding a confidential treatment request submitted to the Commission with respect to the Exhibits. The Exhibits have been revised to include a legend related to the omitted confidential information, as required by the rules of the Commission.

No other changes have been made to the Original Report. This Amendment speaks as of the original filing date of the Original Report and does not reflect any events that occurred at a date subsequent to the filing of the Original Report or modify or update those disclosures therein in any way. Accordingly, this Amendment should be read in conjunction with the Company’s filings made with the Commission subsequent to the filing of the Original Report.

PART II—OTHER INFORMATION

Item 6. Exhibits.

| Exh. No. | Exhibit Name |
|-----------|--|
| 10.1** | Office Building Lease by and between OT9 OWNER, LLC and Signal Genetics, Inc., dated August 18, 2014. |
| 10.2*† | Reference Laboratory Services Agreement, dated as of September 20, 2014, by and between Signal Genetics, Inc. and The Board of Trustees of the University of Arkansas acting for and on behalf of the University of Arkansas for Medical Sciences. |
| 10.3*† | Reference Laboratory Services Agreement for Research Specimens, dated as of September 20, 2014, by and between The Board of Trustees of the University of Arkansas acting for and on behalf of the University of Arkansas for Medical Sciences. |
| 31.1* | Rule 13a-14(a) Certification of Principal Executive Officer of Registrant |
| 31.2* | Rule 13a-14(a) Certification of Principal Financial Officer of Registrant |
| 32**+ | Section 1350 Certification |
| 101.INS** | XBRL Instance Document |
| 101.SCH** | XBRL Taxonomy Extension Schema |
| 101.CAL** | XBRL Taxonomy Extension Calculation Linkbase |
| 101.DEF** | XBRL Taxonomy Extension Definition Linkbase |
| 101.LAB** | XBRL Taxonomy Extension Label Linkbase |
| 101.PRE** | XBRL Taxonomy Extension Presentation Linkbase |

* Filed herewith.

** Previously filed on November 14, 2014 as an exhibit to Signal Genetics, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014.

† Confidential treatment requested as to portions of the exhibit. Confidential materials omitted and filed separately with the Securities and Exchange Commission.

+ This certification is being furnished solely to accompany this Quarterly Report pursuant to 18 U.S.C. Section 1350, and is not being filed for purposes of Section 18 of the Securities Exchange Act of 1934 and is not to be incorporated by reference into any filing of the Registrant, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

December 23, 2014

SIGNAL GENETICS, INC.

By: /s/ Samuel D. Riccitelli
Samuel D. Riccitelli
President and Chief Executive Officer