
**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): January 25, 2018

HTG Molecular Diagnostics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37369
(Commission
File Number)

86-0912294
(IRS Employer
Identification No.)

3430 E. Global Loop
Tucson, AZ
(Address of principal executive offices)

85706
(Zip Code)

Registrant's telephone number, including area code: (877) 289-2615

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations 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))

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 8.01 Other Events.

As previously reported, in May 2016 we entered into a collaboration agreement with Bristol-Myers Squibb Company (“BMS”), for the development of custom research assays based on our HTG EdgeSeq technology, and for potential laboratory services using and/or supply of such custom research assays.

On January 25, 2018, we and BMS amended the terms of the collaboration agreement to increase the development fee payable by BMS to us for each of two initial custom assays contemplated by the collaboration agreement from a low six-figure dollar amount to a mid six-figure dollar amount, and to modify certain custom assay development requirements.

We estimate that the first custom research assay development project under the collaboration agreement will be completed in the third quarter of 2018. If successfully completed, we believe this development project will lead to future revenue from laboratory services and/or custom assay kits purchased by BMS and/or its subcontractors.

Forward Looking Statements

Statements contained in this report regarding matters that are not historical facts are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, including statements regarding the completion of the first custom research assay development project under the collaboration agreement with BMS and the timing thereof, and the potential for laboratory services using and/or supply of such custom research assays. Words such as “believes,” “anticipates,” “plans,” “expects,” “intends,” “will,” “may,” “goal,” “potential” and similar expressions are intended to identify forward-looking statements, though not all forward-looking statements necessarily contain these identifying words. These forward-looking statements are based upon management’s current expectations, are subject to known and unknown risks, and involve assumptions that may never materialize or may prove to be incorrect. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of various risks and uncertainties, including, without limitation, the risk that the development activities contemplated by the collaboration agreement and any development projects thereunder may not be performed as expected, the risk that the completion of the first development project under the collaboration agreement may not lead to future service and/or product revenue related to the first custom research assay, and risks associated with developing custom research assays. These and other factors are described in greater detail in our filings with the Securities and Exchange Commission, including without limitation our Quarterly Report on Form 10-Q for the quarter ended September 30, 2017. All forward-looking statements contained in this report speak only as of the date on which they were made, and we undertake no obligation to update such statements to reflect events that occur or circumstances that exist after the date on which they were made.

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.

Date: January 31, 2018

HTG Molecular Diagnostics, Inc.

By: /s/ Shaun D. McMeans
Shaun D. McMeans
Senior Vice President and Chief Financial Officer