
**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) July 9, 2014

MELA SCIENCES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-51481
(Commission
File Number)

13-3986004
(I.R.S. Employer
Identification No.)

**50 Buckhout Street, Suite 1
Irvington, New York**
(Address of principal executive offices)

10533
(Zip Code)

Registrant's telephone number, including area code: (914) 591-3783

N/A
(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:

- 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))
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Item 3.03. Material Modification to Rights of Security Holders.

The information set forth in Item 5.03 of this Form 8-K current report is hereby incorporated by reference.

Item 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 9, 2014, the Company filed a certificate of amendment to its Fifth Amended and Restated Certificate of Incorporation, as amended, implementing a 1-for-10 reverse stock split of the Company's common stock, pursuant to which each 10 shares of issued and outstanding common stock and equivalents converted into 1 share of common stock. In lieu of issuing fractional shares, the Company will round fractions of shares up to the nearest whole share.

The 1-for-10 reverse stock split became effective as of 5 p.m., eastern time, Wednesday, July 9, 2014, and the trading of Company's common stock on a post-reverse split basis on the NASDAQ Capital Market commenced on Thursday, July 10, 2014 with a new CUSIP number of 55277R308. The common stock will continue to trade under the symbol "MELA."

The Company has approximately 5.2 million post-split shares outstanding as a result of the reverse stock split. The number of authorized shares of the Company's common stock was reduced to 50,000,000 shares as a result of the charter amendment.

The number of shares of the Company's Series A Convertible Preferred Stock outstanding was not affected by the reverse stock split. However, the number of shares of common stock into which each outstanding share of Series A Convertible Preferred Stock is convertible will be adjusted proportionately as a result of the reverse stock split. All outstanding options and warrants to purchase shares of the Company's common stock will be adjusted proportionately and the maximum number of shares available for grant under the Company's 2005 Stock Incentive Plan will be adjusted proportionately as a result of the reverse stock split. The maximum number of shares available for grant under the Company's 2013 Stock Incentive Plan will remain the same.

As a result of the reverse stock split, the Company expects to regain compliance with the \$1.00 per share minimum bid price requirement for continued listing on the NASDAQ Capital Market; however, there can be no assurance that the reverse stock split will have that effect.

A copy of the Certificate of Amendment is filed as Exhibit 3.1 to this Form 8-K current report and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Certificate of Amendment dated July 9, 2014

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.

MELA SCIENCES, INC.

By: /s/ Robert W. Cook
Robert W. Cook,
Chief Financial Officer

Date: July 10, 2014

CERTIFICATE OF AMENDMENT
OF
FIFTH AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MELA SCIENCES, INC.

MELA Sciences, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “DGCL”),

DOES HEREBY CERTIFY THAT:

FIRST: The Board of Directors (the “Board”) of MELA Sciences, Inc. (the “Corporation”) duly adopted the following resolution setting forth a proposed amendment to the Fifth Amended and Restated Certificate of Incorporation of the Corporation, as amended (the “Certificate of Incorporation”) declaring such amendment to be advisable and calling for consideration thereof by the stockholders of the Corporation. The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on September 3, 1997 and most recently amended and restated on April 30, 2010 and was amended pursuant to that certain Certificate of Amendment of Certificate of Incorporation originally filed with the Secretary of State of the State of Delaware on April 25, 2013 and that certain Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock of the Corporation originally filed with the Secretary of State of the State of Delaware on January 31, 2014. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that Article III of the Certificate of Incorporation shall be amended and restated to read in its entirety as set forth in Exhibit A hereto.

SECOND: Pursuant to a resolution adopted by the Board, the Corporation submitted the proposed amendment to the stockholders entitled to vote for approval in accordance with the DGCL, and the holders of a majority of the outstanding stock of the Corporation entitled to vote on the amendment voted in favor of the amendment.

THIRD: The amendment was duly adopted in accordance with the provisions of Section 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed this 9th day of July, 2014.

MELA SCIENCES, INC.

By: /s/ Robert W. Cook

Name: Robert W. Cook

Title: Chief Financial Officer

EXHIBIT A

**AMENDED AND RESTATED
ARTICLE III
OF
THE FIFTH AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
MELA SCIENCES, INC.**

The total number of shares of stock that the Corporation shall have authority to issue is 60,000,000, consisting of 50,000,000 shares of Common Stock, \$0.001 par value per share, and 10,000,000 shares of Preferred Stock, \$0.10 par value per share.

Each ten shares of the Corporation's Common Stock, par value \$0.001 per share, issued and outstanding as of 5:00 p.m. eastern time on the date this Certificate of Amendment is filed with the Secretary of State of the State of Delaware shall be combined and converted into one share of the Corporation's Common Stock, par value \$0.001 per share. Each fractional share resulting from such conversion shall be rounded up to the nearest whole number.

The Preferred Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Board of Directors of the Corporation may determine. Each series shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. Except as to the relative preferences, powers, qualifications, rights and privileges that may be determined by the Board of Directors of the Corporation as described below, all shares of Preferred Stock shall be identical. Except as and to the extent otherwise specified herein, different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by class.

The Board of Directors of the Corporation is expressly authorized by a vote of all of the members of the Board of Directors then in office, subject to the limitations prescribed by law and the provisions of this Fifth Amended and Restated Certificate of Incorporation, as amended from time to time, to provide by adopting a vote or votes, a certificate of which shall be filed in accordance with the DGCL, for the issue of the Preferred Stock in one or more classes or series, each with the designations, rights and privileges that shall be stated in the vote or votes creating such classes or series. The authority of the Board of Directors of the Corporation with respect to each such class or series of Preferred Stock shall include, without limitation of the foregoing, the right to determine and fix:

(a) The distinctive designation of such class or series and the number of shares to constitute such class or series;

(b) The rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so on what terms;

(c) The right, if any, of the Corporation to redeem shares of the particular class or series and, if redeemable, the price, terms and manner of such redemption;

(d) The special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series shall be entitled to receive upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation;

(e) The terms and conditions, if any, upon shares of such class or series shall be convertible into, or exchangeable for, shares of stock, or any other class or classes, including the price or prices or the rate or rates of conversion or exchange and the terms of adjustment, if any;

(f) The obligation, if any, of the Corporation to retire or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(g) The voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any such class or series;

(h) The limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(i) Any other preferences, powers, qualifications, special or relative rights and privileges thereof that the Board of Directors of the Corporation may deem advisable and that are not inconsistent with law and the provisions of this Fifth Amended and Restated Certificate of Incorporation, as amended.