
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): April 6, 2017

STRATA
SKIN SCIENCES

STRATA SKIN SCIENCES, INC.
(Exact Name of Registrant Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

000-51481
(Commission File
Number)

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

100 Lakeside Drive, Suite 100, Horsham, Pennsylvania
(Address of Principal Executive Offices)

19044
(Zip Code)

Registrant's telephone number, including area code: 215-619-3200

(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))

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 April 6, 2017, STRATA Skin Sciences, Inc. (the "Company") filed a certificate of amendment to its Fifth Amended and Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware implementing a 1-for-5 reverse stock split of the Company's common stock, pursuant to which each 5 shares of issued and outstanding common stock converted into 1 share of common stock. Proportionate voting rights and other rights of common stock holders will not be affected by the reverse stock split. In lieu of issuing fractional shares, the Company will round fractions of shares up to the nearest whole share.

The 1-for-5 reverse stock split will be effective at 5:00 p.m., Eastern Time, on Thursday, April 6, 2017, and the Company's common stock will trade on the NASDAQ Capital Market on a post-split basis at the open of trading on Friday, April 7, 2017. The Company's post-reverse split common stock will have a new CUSIP number, 86272A 206. Other terms of the common stock are not affected by the reverse stock split. The common stock will continue to trade under the symbol "SSKN."

The Company has approximately 2.2 million post-split shares outstanding as a result of the reverse stock split.

The Company's transfer agent, American Stock Transfer, is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record regarding the exchange of certificates for common stock. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the reverse stock split, subject to the brokers' particular processes, and will not be required to take any action in connection with the reverse stock split.

The number of shares of the Company's convertible preferred outstanding was not affected by the reverse stock split. However, the number of shares of common stock into which each outstanding share of the Company's convertible preferred stock is convertible will be adjusted proportionately as a result of the reverse stock split. All stock options and warrants to purchase common stock outstanding and the Company's common stock reserved for issuance under the Company's equity incentive plans immediately prior to the reverse stock split will be appropriately adjusted by dividing the number of affected shares of common stock by five and, as applicable, multiplying the exercise price by five as a result of the reverse stock split.

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.

On April 6, 2017, the Company issued a press release with respect to the reverse stock split, which is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference as though fully set forth herein. A copy of the certificate of amendment to the Fifth Amended and Restated Certificate of Incorporation, as amended, is being filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference as though fully set forth herein.

Item 9.01. Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation, as amended, of STRATA Skin Sciences, Inc., filed with the Secretary of State of the State of Delaware on April 6, 2017.
99.1	Press Release dated April 6, 2017 issued by STRATA Skin Sciences, Inc.

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.

STRATA SKIN SCIENCES, INC.

Date: April 6, 2017

By: /s/ Christina L. Allgeier _____
Christina L. Allgeier
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
3.1	Certificate of Amendment to the Fifth Amended and Restated Certificate of Incorporation, as amended, of STRATA Skin Sciences, Inc., filed with the Secretary of State of the State of Delaware on April 6, 2017
99.1	Press Release dated April 6, 2017 issued by STRATA Skin Sciences, Inc.

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

Strata Skin 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 Strata Skin 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 resolution setting forth the proposed amendment is as follows.

RESOLVED, that the first paragraph of Article III of the Certificate of Incorporation shall be amended and restated to read in its entirety as follows:

"The total number of shares of stock that the Corporation shall have authority to issue is 160,000,000 shares, consisting of 150,000,000 shares of Common Stock, \$0.001 par value per share, and 10,000,000 shares of Preferred Stock, \$0.10 par value per share. Effective 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, each five shares of the Corporation's Common Stock, par value \$0.001 per share, then issued and outstanding (the "Old Common Stock") shall be combined and converted into one share of the Corporation's Common Stock, par value \$0.001 per share (the "Reverse Stock Split"), without increasing or decreasing the amount of stated capital or paid-in surplus of the Corporation. The Corporation shall not issue any fractional shares of Common Stock in the Reverse Stock Split. All shares of Common Stock that are held by a stockholder as a result of the Reverse Stock Split shall be aggregated. If, after taking into account such aggregation of shares of Common Stock held by a stockholder, the Reverse Stock Split would result in the issuance of any fractional shares, such fractional shares shall instead be rounded up to the nearest whole share. The par value of each share of Common Stock shall not be adjusted in connection with the Reverse Stock Split. At the Effective Time, the certificates representing the shares of Old Common Stock outstanding immediate prior to the Effective Time shall be deemed cancelled and shall not be recognized as outstanding on the books of the Corporation. Except for the share amounts and par value amounts set forth in the first sentence of this first paragraph of Article III, which shall not be adjusted, all of the outstanding share amounts, amounts per share and per share numbers of the Common Stock set forth in the Fifth Amended and Restated Certificate of Incorporation, as amended, shall be appropriately adjusted to give effect to the Reverse Stock Split as applicable, as a result of the Reverse Stock Split."

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.

STRATA SKIN SCIENCES, INC.

By: /s/ Christina L. Allgeier
Name: Christina L. Allgeier
Title: Chief Financial Officer

STRATA Skin Sciences, Inc. Announces 1-for-5 Reverse Stock Split

Horsham, PA -- April 6, 2017 -- STRATA Skin Sciences, Inc. (NASDAQ: SSKN) ("STRATA") a medical technology company dedicated to developing and commercializing innovative products for the treatment and diagnosis of serious dermatologic disorders, today announced a reverse stock split of its shares of common stock at a ratio of 1-for-5 to become effective at 5:00 p.m. Eastern Time on April 6, 2017. At the opening of trading on April 7, 2017, STRATA's common stock will begin trading on a split-adjusted basis and the number of shares of STRATA's common stock outstanding will decrease from approximately 10.9 million pre-split shares to approximately 2.2 million post-split shares. STRATA's new CUSIP number will be 86272A 206, and its common stock will continue to trade on The Nasdaq Capital Market under the symbol "SSKN."

The primary purpose of the reverse stock split is to enable STRATA to regain compliance with the \$1.00 minimum bid price requirement for continued listing on The Nasdaq Capital Market. STRATA has until April 24, 2017 to regain compliance with the minimum bid price requirement and has submitted written notice to Nasdaq of its intention to cure the minimum bid price deficiency by effecting a reverse stock split. To regain compliance, the closing bid price of STRATA's common stock must be at least \$1.00 for a minimum of ten consecutive trading days.

In the reverse stock split, every five shares of STRATA's common stock outstanding will automatically be changed and reclassified into one new share of common stock. No fractional shares will be issued in connection with the reverse stock split. Any fractional share of common stock that would otherwise have resulted from the reverse stock split will be rounded up to the nearest whole share.

The reverse stock split will affect all STRATA stockholders uniformly and will not affect any stockholder's percentage ownership interests in STRATA (except to the extent that the reverse stock split results in any stockholders owning only a fractional share). Additionally, all STRATA convertible notes, convertible preferred stock, stock options, other equity awards and warrants outstanding immediately prior to the reverse stock split will be proportionately adjusted.

STRATA's transfer agent, American Stock Transfer & Trust Company, LLC, which is also acting as the exchange agent for the reverse split, will provide instructions to stockholders regarding the process for exchanging share certificates. Stockholders who hold their shares electronically in book-entry form at a brokerage firm need not take any action, as their shares will automatically be adjusted by their brokerage firm to reflect the reverse stock split. Beneficial holders may contact their bank, broker or nominee with any questions regarding the procedure of implementing the reverse stock split.

About STRATA Skin Sciences, Inc. (www.strataskin.com)

STRATA Skin Sciences is a medical technology company focused on the therapeutic and aesthetic dermatology market. Its products include the XTRAC® laser and VTRAC® excimer lamp systems utilized in the treatment of psoriasis, vitiligo and various other skin conditions; the STRATAPEN™ MicroSystems, marketed specifically for the intended use of micropigmentation; and Nordlys, a multi-technology aesthetic laser device.

Safe Harbor

This press release includes "forward-looking statements" within the meaning of the Securities Litigation Reform Act of 1995. These statements include but are not limited to the Company's plans, objectives, expectations and intentions and may contain words such as "will," "may," "seeks," and "expects," that suggest future events or trends. These statements, the effective date and the trading date of the reverse stock split, and the expected effect of the reverse stock split on the trading price of the Company's common stock and the Company's ability to comply with Nasdaq's continued listing standards, are based on the Company's current expectations and are inherently subject to significant uncertainties and changes in circumstances. Actual results may differ materially from the Company's expectations due to financial, economic, business, competitive, market, regulatory and political factors or conditions affecting the Company and the medical device industry in general, as well as more specific risks and uncertainties set forth in the Company's SEC reports on Forms 10-Q and 10-K. Given such uncertainties, any or all of these forward-looking statements may prove to be incorrect or unreliable. The Company assumes no duty to update its forward-looking statements and urges investors to carefully review its SEC disclosures available at www.sec.gov and www.strataskin.com.

Investor Contacts:

Christina L. Allgeier, Chief Financial Officer
STRATA Skin Sciences, Inc.
callgeier@strataskin.com
215-619-3267

Bob Yedid, Managing Director
LifeSci Advisors, LLC
bob@LifeSciAdvisors.com
646-597-6989