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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**FORM 8-K**

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**CURRENT REPORT**  
**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**June 8, 2015**  
**Date of Report (date of earliest event reported)**

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**TransEnterix, Inc.**  
**(Exact name of Registrant as specified in its charter)**

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**Delaware**  
**(State or other jurisdiction of  
incorporation or organization)**

**0-19437**  
**(Commission  
File Number)**

**11-2962080**  
**(I.R.S. Employer  
Identification Number)**

**635 Davis Drive, Suite 300**  
**Morrisville, North Carolina**  
**(Address of principal executive offices)**

**919-765-8400**  
**(Registrant's telephone number, including area code)**

**Not Applicable**  
**(Former name or former address, if changed since last report)**

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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 (see General Instruction A.2. below):

- 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 8.01 Other Events.**

*Company Presentation*

TransEnterix, Inc. (the “Company”) updated its Company presentation (the “Presentation”) on June 8, 2015. A copy of the Presentation is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The Presentation will be used during investor meetings beginning on June 8, 2015.

*Press Release*

On June 8, 2015, the Company announced that it intends to conduct a public offering (the “Offering”) of shares of the Company’s common stock, \$0.001 par value per share (the “Common Stock”), at a price to the public to be determined. The net proceeds from the Offering will be used for research and development, sales, marketing and commercialization related to its SurgiBot™ system, working capital and other general corporate purposes.

The Common Stock is being offered and sold pursuant to a prospectus dated December 19, 2014 and a final prospectus supplement to be filed with the U.S. Securities and Exchange Commission (the “SEC”), in connection with a takedown from the Company’s effective shelf registration statement on Form S-3 (File No. 333-199998) declared effective by the SEC on December 19, 2014. A preliminary prospectus supplement with respect to the Offering was filed with the SEC on June 8, 2015. No sales will be made to the public until such time as a final prospectus supplement has been filed with the SEC.

The Common Stock is to be issued pursuant to an Underwriting Agreement to be entered into with Stifel, Nicolaus & Company, Incorporated and RBC Capital Markets, LLC as the joint book-running managers. Raymond James Financial, Inc. and BTIG, LLC are acting co-managers for the Offering.

On June 8, 2015, the Company issued a press release announcing the anticipated Offering. A copy of the press release is attached as Exhibit 99.2 to this report and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	TransEnterix, Inc. Company presentation dated June 8, 2015.
99.2	Press release, dated June 8, 2015.

**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, thereunto duly authorized.

Date: June 8, 2015

**TRANSENERIX, INC.**

/s/ Joseph P. Slattery

Joseph P. Slattery

Executive Vice President and Chief Financial Officer



*Todd M. Pope, President & CEO  
Joe Slattery, EVP & CFO*

*June 8, 2015*

*advancing surgery through innovation®*

# Cautionary Statement

*TransEnterix, Inc. ("TransEnterix," "we" or "our") has filed a registration statement (including a prospectus) and a preliminary prospectus supplement with the Securities and Exchange Commission ("SEC") for the offering to which this presentation relates. Before you invest you should read the prospectus and the preliminary prospectus supplement in that registration statement and the other documents TransEnterix has filed with the SEC for more complete information about TransEnterix and the offering. Any statements contained in this presentation that do not describe historical facts, including statements about the beliefs and expectations of TransEnterix and other statements regarding our future plans and goals, may constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements can be identified by terminology such as "will," "expect," "anticipate," "future," "intend," "plan," "believe," "estimate," "confident" and similar statements. Any forward-looking statements contained herein are based on current expectations, but are subject to a number of risks and uncertainties that may cause actual results to differ materially from expectations. Such statements are subject to risks and uncertainties that are often difficult to predict, are beyond our control, and which may cause results to differ materially from expectations. Factors that could cause our results to differ materially from those described include, but are not limited to, whether the SurgiBot™ System's 510(k) application submitted on June 1, 2015 will be cleared by the U.S. FDA, the pace of adoption of our products by surgeons, the success and market opportunity of our products, most notably the SurgiBot System, the effect on our business of existing and new regulatory requirements, and other economic and competitive factors. For a discussion of the most significant risks and uncertainties associated with TransEnterix's business, please review our filings with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2014 filed with the SEC on February 20, 2015, and other filings we make with the SEC. You are cautioned not to place undue reliance on these forward looking statements, which are based on our expectations as of the date of this presentation and speak only as of the date of this presentation. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.*





*Advancing Surgery  
Through Innovation*

*advancing surgery through innovation®*

# Transaction Overview

Issuer:	TransEnterix, Inc.
Ticker (Exchange):	TRXC (NYSE MKT)
Amount Offered:	\$50 million common stock
Option to Purchase Additional Shares:	15%
Lock-up Provision:	90 days
Expected Pricing:	XXXXX
Bookrunners:	Stifel / RBC Capital Markets
Use of Proceeds:	For research and development, sales and marketing, and commercialization related to our SurgiBot™ System, working capital and other general corporate purposes.



# Investment Highlights

## Focus

- Surgical robotics

## Technology

- Developing patient-side robotic platform, SurgiBot System

## Solution

- Addresses unmet needs in today's robotic offerings
  - Cost effective
  - Broad procedure applicability

## Market

- Large addressable market – ~2M US procedures

## Experience

- Strong management team

*The SurgiBot System is currently in development*

 TransEnterix



# Surgical Progress = Less Invasive



Open Surgery



Rigid  
Laparoscopy  
(1989)



Flexible  
Laparoscopy  
(2010)

# Spider Surgical System

*Enabling Flexible Laparoscopy*



- Internal (intra-abdominal) triangulation
- Flexible, articulating instruments for dissection and retraction
- True left/right instrumentation
- Lower profile port of access
- Over 3,500 procedures performed
- Broad procedural mix



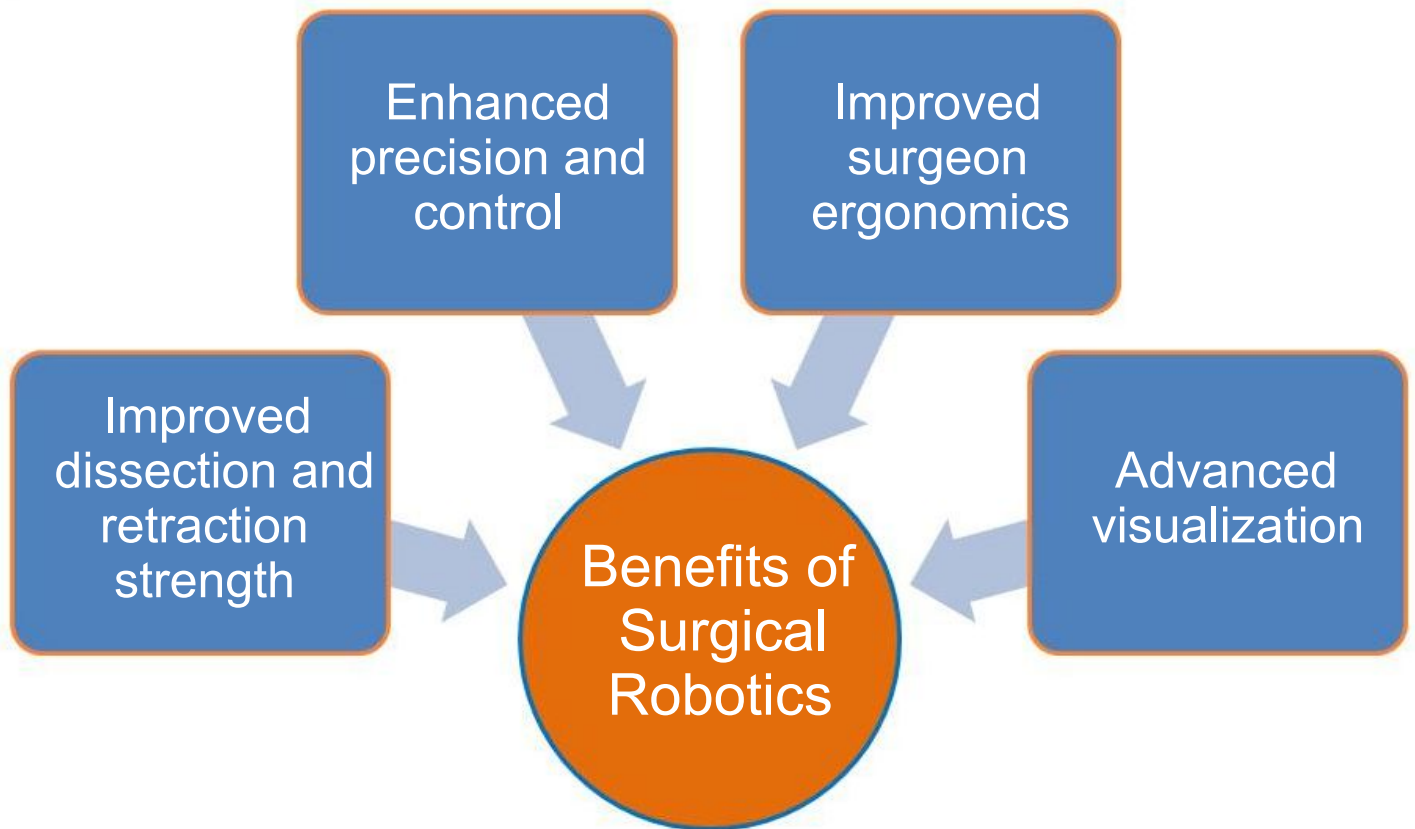
# *SurgiBot*<sup>TM</sup>

Robotically-enabled  
Laparoscopic Platform

*advancing surgery through innovation<sup>®</sup>*

*The SurgiBot System is currently in development*

# Benefits of Surgical Robotics



# SurgiBot *Patient-side Robotic Platform*



**SurgiBot**



*The SurgiBot System is currently in development*



**3DHD Vision  
Cart**

# SurgiBot *Patient-side Robotic Platform*

[Video of SurgiBot™ System]

*The SurgiBot System is currently in development*



# SurgiBot *Patient-side Robotic Platform*

Surgeon scrubbed-in

Easily repositioned for multi-quadrant surgery

Flexible, articulating channels & instruments

Steerable 3DHD Vision

Small, mobile platform

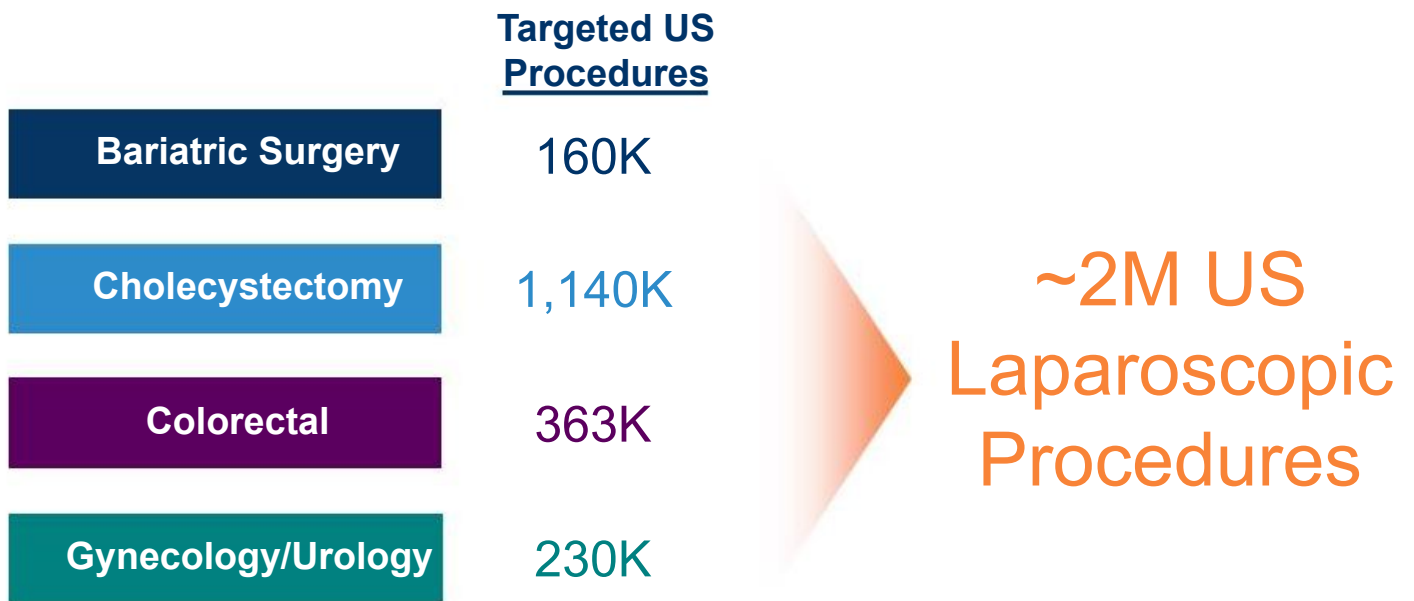
Cost effective platform



*The SurgiBot System is currently in development*

TransEnterix

# Procedure Market Opportunity



Source: Millennium Research Group US Markets Laparoscopic Devices 2014



# Hospital Market Opportunity

## Hospitals without Robotic Capability

- Current robotic offerings are not cost effective
  - System price
  - Limited procedure volume
- Surgery centers – untapped market for robotics
- Losing market share to robotic facilities
- Large underpenetrated OUS opportunity

## Hospitals with Robotic Capability

- Invested in the strategic and competitive value of robotic surgery
- ROI expectations changing/under pressure
- Potential for diversification of robotic solutions
  - Procedures
  - Price
  - Facilities

# Significant Base of Underserved Hospitals

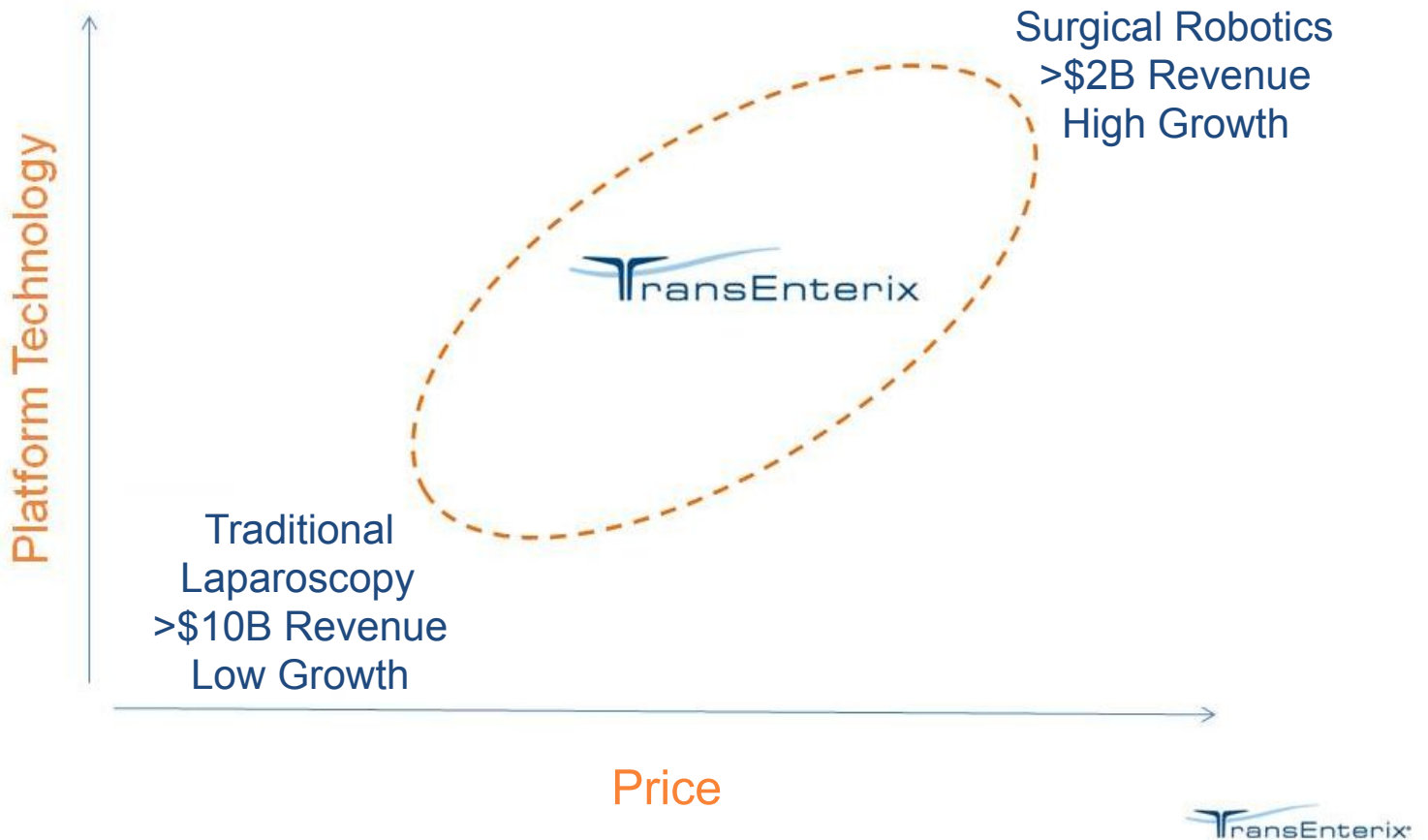
## Mid/Small Hospitals

- >3,000 w/ <300 beds
- >80% lack robotic offering
- Losing market share to robotic facilities
- Represent >800K target annual procedures

## Surgery Centers

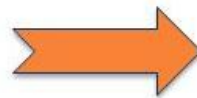
- ~5,000 in US
- Economics driving rapid procedure growth
- SurgiBot will offer versatility and cost benefits

# Combining Advanced Technology AND Maximizing Value









# Recurring Revenue Model

- US Pricing:
  - Capital sale ~\$500K
  - Instruments ~\$1,000-1,500/procedure
  - Service ~\$50K/year
- International:
  - Market-specific pricing
  - Distributors provide service/support



*The SurgiBot System is currently in development*

# Highlights – Instrumentation

	Instrumentation Needs By Procedure				Status	
	Chole	Bariatrics	GYN	SPIDER	SurgiBot	
<b>Grasper</b>	✓	✓	✓	Launched	Developed	
<b>Dissector</b>	✓	✓	✓	Launched	Developed	
<b>Hook</b>	✓	✓	✓	Launched	Developed	
<b>ClipApplier</b>	✓			Launched	Developed	
<b>Shears</b>	✓	✓	✓	Launched	Developed	
<b>Suction Irrigator</b>	✓	✓	✓	Launched	Developed	
<b>NeedleDriver</b>		✓	✓	Launched	Developed	
<b>Advanced Energy</b>		✓	✓	Launched	Development	
<b>Bipolar Energy</b>			✓	3 <sup>rd</sup> Party	Development	
<b>Stapler</b>		✓		3 <sup>rd</sup> Party	3 <sup>rd</sup> Party	



*The SurgiBot System is currently in development*



[Video of Flex Ligating Shears as  
Compared to Competition]

*Superior Visualization – 360 Degree Articulation*



# Milestones

- 510(k) submitted June 2015
- Anticipate 6-9 month review cycle
- Anticipate commercial launch Q2 2016



*The SurgiBot System is currently in development*

TransEnterix

# Operating Capabilities & Talent



R&D Team



Broad Experience



Rapid Prototyping



cGMP Manufacturing



# Management Team

## Prior Experience

### Todd M. Pope

*President and Chief Executive Officer*



### Joe Slattery

*EVP and Chief Financial Officer*



### Mohan Nathan

*Vice President of Global Marketing*



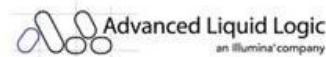
### Vernon Brown

*Vice President, Quality and Regulatory Affairs*



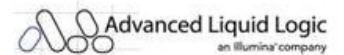
### Nicole Bell

*Vice President, Research and Development*



### Larry Pope

*Vice President, Operations*





TransEnterix®  
*advancing surgery through innovation®*



TransEnterix®



FOR IMMEDIATE RELEASE

**TransEnterix, Inc. Announces Proposed Public Offering of Common Stock**

**RESEARCH TRIANGLE PARK, N.C. – June 8, 2015** – TransEnterix, Inc. (NYSE MKT: TRXC), a medical device company that is pioneering the use of robotics and flexible instruments to improve minimally invasive surgery, today announced it intends to offer shares of its common stock in an underwritten public offering. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed or as to the actual size or terms of the offering. TransEnterix plans to use the net proceeds from this offering for research and development, sales, marketing, and commercialization related to its SurgiBot™ System, working capital and other general corporate purposes.

Stifel and RBC Capital Markets are acting as the joint book-running managers and Raymond James and BTIG are acting as co-managers for the offering.

This offering is being made pursuant to a preliminary prospectus supplement and accompanying prospectus dated December 19, 2014, filed as part of TransEnterix's effective \$100 million shelf registration statement. Copies of the preliminary prospectus supplement and accompanying prospectus relating to these securities may be obtained by contacting Stifel, Nicolaus & Company, Incorporated, Attention: Syndicate, One Montgomery Street, Suite 3700, San Francisco, California 94104, by calling (415) 364-2720 or by emailing [Syndprospectus@stifel.com](mailto:Syndprospectus@stifel.com), or RBC Capital Markets, LLC, 200 Vesey Street, 8th Floor, New York, NY 10281-8098, Attention: Equity Syndicate, by calling (877) 822-4089 or by emailing [equityprospectus@rbccm.com](mailto:equityprospectus@rbccm.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any securities nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or other jurisdiction.

**About TransEnterix**

TransEnterix is a medical device company that is pioneering the use of robotics and flexible instruments to improve minimally invasive surgery by addressing the economic and clinical challenges associated with current laparoscopic and robotic options. The company is focused on the development and commercialization of the SurgiBot System, a robotically enhanced laparoscopic surgical platform that allows the surgeon to be patient-side within the sterile field.

**Forward Looking Statements**

*This press release includes statements relating to the proposed offering of our common stock. These statements and other statements regarding our future plans and goals constitute "forward looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Such statements are subject to risks and uncertainties that are often difficult to predict, are beyond our control, and which may cause results to differ materially from expectations and include our expectations regarding the proposed offering and use of proceeds. For a discussion of the most significant risks and*

*uncertainties associated with TransEnterix's business, please review our filings with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K for the year ended December 31, 2014 and subsequent filings with the SEC. You are cautioned not to place undue reliance on these forward looking statements, which are based on our expectations as of the date of this press release and speak only as of the date of this press release. We undertake no obligation to publicly update or revise any forward looking statement, whether as a result of new information, future events or otherwise.*

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[transenterix@westwicke.com](mailto:transenterix@westwicke.com)