
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 2, 2014

TransEnterix, Inc.

(Exact name of registrant as specified in its charter)

Delaware

0-19437

11-2962080

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

635 Davis Drive, Suite 300, Morrisville, North
Carolina

27560

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

919-765-8400

Not Applicable

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 8.01 Other Events.

On April 2, 2014, TransEnterix, Inc. (“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 and 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 April 2, 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. 333-193235) declared effective by the SEC on April 2, 2014. A preliminary prospectus supplement with respect to the Offering was filed with the SEC on April 2, 2014. 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. Ladenburg Thalmann and Co. and Raymond James Financial, Inc. are acting co-managers for the Offering.

On April 2, 2014, the Company issued a press release announcing the anticipated Offering. A copy of the press release is attached as Exhibit 99.1 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 | Press release, dated April 2, 2014 |

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.

TransEnterix, Inc.

April 2, 2014

By: */s/ Joseph P. Slattery*

Name: Joseph P. Slattery

Title: EVP and Chief Financial Officer

Exhibit Index

| Exhibit No. | Description |
|-------------|------------------------------------|
| 99.1 | Press release, dated April 2, 2014 |

TransEnterix, Inc. Announces Proposed Public Offering of Common Stock

RESEARCH TRIANGLE PARK, N.C., April 2, 2014 (BUSINESS WIRE) – TransEnterix, Inc. (OTCBB:TRXCD), a medical device company that is pioneering the use of flexible instruments and robotics 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 and 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 Ladenburg Thalmann and Raymond James are acting co-managers for the offering.

This offering will be made pursuant to the \$100 million shelf registration statement previously filed with the Securities and Exchange Commission (the “SEC”) on January 8, 2014, which has become effective by rule of the SEC. A preliminary prospectus supplement and accompanying prospectus relating to the offering have been filed with the SEC and are available on the SEC’s website at <http://sec.gov>. Following the completion of the offering and the satisfaction all relevant quantitative and qualitative listing criteria of the NYSE MKT, TransEnterix, Inc.’s common stock will be listed on the NYSE MKT as “TRXC.” 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 SyndicateOps@stifel.com, or RBC Capital Markets, LLC, Attention: Equity Syndicate, Three World Financial Center, 200 Vesey Street, 8th Floor, New York, New York 10281 by calling (877) 822-4089 or by faxing (212) 428-6260.

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 flexible instruments and robotics to improve minimally invasive surgery. The company is focused on the development and commercialization of SurgiBot™, a minimally invasive surgical robotic system that allows the surgeon to be patient-side within the sterile field. For more information, visit the company’s website at www.transenterix.com.

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 and whether our common stock will be listed on the NYSE MKT. 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, 2013 and subsequent SEC reports. 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.

Investor Contact:

Westwicke Partners

Mark Klausner, 443-213-0501

transenterix@westwicke.com