

**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): **March 28, 2017**

SUNSHINE HEART, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction of
incorporation)

001-35312

(Commission File No.)

68-0533453

(IRS Employer
Identification No.)

**12988 Valley View Road
Eden Prairie, Minnesota 55344**

(Address of Principal Executive Offices) (Zip Code)

(952) 345-4200

(Registrant's Telephone Number, Including Area Code)

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 (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))

Item 3.02. Unregistered Sales of Equity Securities.

To the extent required by Item 3.02 of Form 8-K, the information contained in Item 8.01 of this report is incorporated by reference. The issuance of the Replacement Warrants (as defined below) and the shares of common stock underlying the warrants was or will be completed under the exemption provided by Rule 506 of Regulation D of the Securities Act of 1933, as amended (the "**Securities Act**"), and/or Section 4(a)(2) of the Securities Act. Each of the Investors (as defined below) has represented that it is an accredited investor, as defined in Rule 501 of Regulation D, and that it is acquiring the securities for its own account, not as nominee or agent, and not with a view to the resale or distribution of any part thereof in violation of the Securities Act.

Item 8.01. Other Events.

Nasdaq Listing Extension

On March 28, 2017, Sunshine Heart, Inc. (the "**Company**") was notified by The NASDAQ Stock Market LLC ("**Nasdaq**") that the Nasdaq Hearings Panel (the "**Panel**") determined to grant the Company's request for continued listing on Nasdaq pursuant to an extension through May 10, 2017 to evidence compliance with all applicable criteria for continued listing on The Nasdaq Capital Market and, specifically, the minimum \$2.5 million stockholders' equity requirement. The Company is diligently working to timely satisfy the terms of the Panel's decision.

Warrant Exercises and Issuances under the Warrant Exercise Agreement

As previously reported, including on the Current Report on Form 8-K filed on March 24, 2017 (the "**Prior Report**"), on February 15, 2017, the Company entered into a letter agreement with Sabby Healthcare Master Fund Ltd. and Sabby Volatility Warrant Master Fund Ltd., the institutional investors that holds our outstanding preferred stock and the majority of our outstanding warrants (the "**Investors**"), to incent the cash exercise of the warrants then held by such Investors on or before March 31, 2017. In exchange for any such exercise, we agreed to provide the Investors a replacement warrant (the "**Replacement Warrants**") to purchase the same number of shares of common stock as were issued upon exercise of the exercised warrants, with an exercise price equal to the consolidated closing bid price of our common stock at such time. See the Current Report on Form 8-K filed on March 22, 2017 for a description of the

letter agreement and the Replacement Warrants and for information regarding exercises of warrants and issuances of Replacement Warrants through the date of the Prior Report.

From March 10, 2017 to March 28, 2017, the Investors exercised warrants to purchase 763,998 shares of common stock for cash proceeds of approximately \$1,427,000, and we issued such Investors Replacement Warrants to purchase 763,998 shares of common stock with exercise prices equal to the closing consolidated bid price of our common stock available on the date of issuance (ranging from \$1.73 to \$3.77 per share). As a result of such exercises, as of March 28, 2017, the warrants have been fully exercised and no further replacement warrants will be issued under the letter agreement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated March 29, 2017.

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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.

SUNSHINE HEART, INC.

Dated: March 29, 2017

By:

/S/ CLAUDIA DRAYTON

Claudia Drayton, Chief Financial Officer

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EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated March 29, 2017.

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Sunshine Heart Receives Nasdaq Listing Extension

EDEN PRAIRIE, Minn., March 29, 2017 (GLOBE NEWSWIRE) — Sunshine Heart, Inc. (NASDAQ:SSH) announced today that the Nasdaq Hearings Panel (the “Panel”) has granted the Company’s request for continued listing on Nasdaq pursuant to an extension, through May 10, 2017, by which date the Company must evidence full compliance with all applicable criteria for continued listing on The Nasdaq Capital Market, including the \$2.5 million stockholders’ equity requirement. The Company is diligently working to timely satisfy the terms of the Panel’s decision.

About Sunshine Heart

Sunshine Heart, Inc. (Nasdaq:SSH) is an early-stage medical device company focused on commercializing the Aquadex FlexFlow® System. The Company’s commercial product, the Aquadex system, is indicated for temporary (up to eight hours) ultrafiltration treatment of patients with fluid overload who have failed diuretic therapy, and extended (longer than 8 hours) ultrafiltration treatment of patients with fluid overload who have failed diuretic therapy and require hospitalization. Our objective is to improve the quality of life for patients with heart failure and related conditions. Sunshine Heart is a Delaware corporation headquartered in Minneapolis with wholly owned subsidiaries in Australia and Ireland. The Company has been listed on the NASDAQ Capital Market since February 2012.

Forward-Looking Statements

Certain statements in this release are forward-looking statements that are based on management’s beliefs, assumptions, expectations, and information currently available to management. All statements that address future operating performance, events or developments that we expect or anticipate will occur in the future are forward-looking statements, including without limitation, our ability to execute on our recently announced strategic realignment, our post-market clinical data collection activities, benefits of our products to patients, our expectations with respect to product development and commercialization efforts, our ability to increase market and physician acceptance of our products, potentially competitive product offerings, intellectual property protection, our ability to integrate acquired businesses, our expectations regarding anticipated synergies with and benefits from acquired businesses. The risk factors described in our filings with the SEC could cause actual events to adversely differ from the expectations indicated in these forward-looking statements. Management believes that these forward-looking statements are reasonable as and when made. However, you should not place undue reliance on forward-looking statements because they speak only as of the date when made. Sunshine Heart does not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Sunshine Heart may not actually achieve the plans, projections or expectations disclosed in forward-looking statements, and actual results, developments or events could differ materially from those disclosed in the forward-looking statements. Forward-looking statements are subject to a number of risks and uncertainties, including without limitation, the possibility that regulatory authorities do not accept our application or approve the marketing of our therapy, the possibility we may be unable to raise the funds necessary for the development and commercialization of our therapy and other risks and uncertainties described in our filings with the SEC. We do not assume any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

For further information, please contact:

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