

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): **May 26, 2020**

TELIGENT, INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-08568
(Commission File Number)

01-0355758
(I.R.S. Employer
Identification No.)

105 Lincoln Avenue
Buena, New Jersey 08310
(Address of Principal Executive Offices)(Zip Code)

Registrant's telephone number, including area code: **(856) 697-1441**

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 (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	TLGT	The NASDAQ Stock Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company.

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

At a Special Meeting of Stockholders held on January 24, 2020 (the “Special Meeting”), the stockholders of Teligent, Inc. (the “Company”) authorized the board of directors of the Company (the “Board”) to amend the Company’s Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) to effect a reverse stock split of the outstanding shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”) at a reverse stock split ratio ranging from any whole number between one-for-five to one-for-ten, as determined by the Board in its sole discretion (the “Reverse Stock Split”). On March 2, 2020, the Board determined to set the Reverse Stock Split ratio at one-for-ten and approved the form of the Certificate of Amendment to the Certificate of Incorporation to effectuate the Reverse Stock Split (the “Certificate of Amendment”). The Certificate of Amendment was filed with the Secretary of State of the State of Delaware on May 27, 2020 and the Reverse Stock Split is effective in accordance with the terms of the Certificate of Amendment at 12:01 a.m. Eastern Time on May 28, 2020 (the “Effective Time”).

At the Effective Time, every ten (10) shares of Common Stock issued and outstanding will be automatically combined into one (1) share of issued and outstanding Common Stock, without any change in the par value per share.

Fractional shares will not be issued as a result of the Reverse Stock Split. Instead, any fractional shares of Common Stock that would have otherwise resulted from the Reverse Stock Split will be rounded up to the nearest whole share.

American Stock Transfer and Trust Company, LLC is acting as exchange agent for the Reverse Stock Split and will send instructions to stockholders of record who hold stock certificates regarding how to exchange existing stock certificates for new book-entry statements reflecting the post-Reverse Stock Split shares of Common Stock. Stockholders who hold their shares in brokerage accounts or “street name” are not required to take any action and will see the impact of the Reverse Stock Split automatically reflected in their accounts.

The Common Stock is expected to begin trading on The Nasdaq Capital Market (“Nasdaq”) on an adjusted basis on May 28, 2020. There will be no change in the Company’s Nasdaq ticker symbol, “TLGT”. In connection with the Reverse Stock Split, the CUSIP number for the Common Stock has been changed to 87960W 203.

The information set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment that effectuated the Reverse Stock Split, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On May 26, 2020, the Company issued a press release announcing the Reverse Stock Split and the Reverse Stock Split ratio at one-for-ten. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information furnished in Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference to any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits.**

Exhibit No	Exhibit Description
3.1	Certificate of Amendment to Amended and Restated Certificate of Incorporation of Teligent, Inc.
99.1	Press Release issued May 26, 2020, furnished herewith

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.

TELIGENT, INC.

Date: May 27, 2020

By: /s/ Damian Finio
Name: Damian Finio
Title: Chief Financial Officer

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
TELIGENT, INC.**

TELIGENT, INC., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the “Corporation”), does hereby certify that:

1. The Amended and Restated Certificate of Incorporation of the Corporation, as amended to date, is hereby further amended by striking out the first and only paragraph of Article Fourth in its entirety and by substituting in lieu thereof the following:

“FOURTH. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 101,000,000 shares, consisting of 100,000,000 shares of Common Stock, \$0.01 par value per share (the “Common Stock”) and 1,000,000 shares of Preferred Stock, \$0.01 par value per share (the “Preferred Stock”). At the Effective Time (as defined below) of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, each share of Common Stock, par value \$.01 per share, issued and outstanding immediately prior to the Effective Time will be automatically combined and converted into that fraction of a share of Common Stock, par value \$.01 per share, of the Corporation as has been determined by the Board of Directors in its sole discretion within the range of 1-for-5 and 1-for-10 shares and publicly announced by the Corporation prior to the effectiveness of this Certificate of Amendment (the “Consolidation”). Notwithstanding the foregoing, no fractional shares shall be issued in connection with the Consolidation. Fractional shares shall be rounded up to the nearest whole share.

2. The foregoing amendment shall be effective at 12:01 a.m. EST on Thursday, May 28, 2020 (the “Effective Time”).

3. The foregoing amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

4. On May 22, 2020, the Board of Directors of the Corporation publicly announced that it chose a reverse stock split ratio of 1-for-10 shares.

IN WITNESS WHEREOF, TELIGENT, INC. has caused this Certificate to be executed by its duly authorized officer on this 27th day of May, 2020.

By: /s/ Timothy B. Sawyer
Name: Timothy B. Sawyer
Title: President and Chief Executive Officer



Contact: Damian Finio
Teligent, Inc.
(856) 336-9117
www.teligent.com

Teligent Announces One-for-Ten Reverse Stock Split

Buena, N.J., MAY 26, 2020 (GLOBENEWSWIRE) -- Teligent, Inc. (NASDAQ: TLGT) (“Teligent” or the “Company”), a New Jersey-based specialty generic pharmaceutical company, announced today that as of 12:01 a.m., Eastern Time, on May 28, 2020 it will effect a one-for-ten reverse stock split of its outstanding common stock, which will be effective for trading purposes as of the commencement of trading on Thursday, May 28, 2020.

At a Special Meeting of Stockholders held on January 24, 2020 the reverse stock split was approved by the Company's stockholders to be effected at the Board's discretion within the approved parameters and the specific ratio was subsequently approved by the Company's Board. The reverse stock split is intended to increase the per share trading price of the Company's common stock to satisfy the \$1.00 minimum bid price requirement for continued listing on The NASDAQ Capital Market although no assurance can be given that continued listing will occur. Trading of the Company's common stock on The Nasdaq Capital Market will continue, on a post-split basis, with the opening of the markets on Thursday, May 28, 2020, under the existing trading symbol "TLGT" and under new CUSIP number 87960W 203. The reverse stock split reduces the number of shares of the Company's common stock outstanding from approximately 53.9 million shares of common stock pre-reverse split to approximately 5.4 million shares of common stock post-reverse split. The number of outstanding options and warrants will also be also adjusted accordingly. The number of authorized shares of common stock and the par value per share will remain unchanged.

As a result of the reverse stock split, every 10 shares of the Company's pre-reverse split common stock will be combined and reclassified into one share of common stock. Voting rights and other rights of common stockholders will not be affected by the reverse stock split. No fractional shares of common stock will be issued as a result of the reverse stock split and any fractional shares that would otherwise be issuable as a result of the Reverse Stock Split will be rounded up to the nearest whole share.

After the effective time of the reverse stock split, stockholders with shares held in certificate form will receive a Letter of Transmittal and instructions from the Teligent's transfer agent, American Stock Transfer & Trust LLC (AST). Stockholders that hold shares in book-entry form or hold their shares in brokerage accounts are not required to take any action and will see the impact of the reverse stock split reflected in their accounts. Beneficial holders of Teligent's common stock are encouraged to contact their bank, broker, custodian or other nominee with questions regarding procedures for processing the reverse stock split.

Additional information about the reverse stock split can be found in the Company's Definitive Proxy Statement filed with the Securities and Exchange Commission (SEC) on December 23, 2019, and in the Company's Form 8-K filed with the SEC on January 27, 2020, copies of which are available at www.sec.gov or at the Company's website at www.teligent.com.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of Section 27A of the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, that are intended to be covered by the “safe harbor” created by those sections. These forward-looking statements include, but are not limited to, plans, objectives, expectations and intentions, and other statements contained in this press release that are not historical facts and statements identified by words such as “plan,” “believe,” “continue,” “should” or words of similar meaning. Factors that could cause actual results to differ materially from these expectations include, but are not limited to: our inability to meet current or future regulatory requirements in connection with existing or future ANDAs; our inability to achieve profitability; our failure to obtain FDA approvals as anticipated; our inability to execute and implement our business plan and strategy; the potential lack of market acceptance of our products; our inability to protect our intellectual property rights; changes in global political, economic, business, competitive, market and regulatory factors; and our inability to successfully complete future product acquisitions. These statements are based on our current beliefs or expectations and are inherently subject to various risks and uncertainties, including those set forth under the caption “Risk Factors” in Teligent, Inc.’s most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and other periodic reports we file with the Securities and Exchange Commission. Teligent, Inc. does not undertake any obligation to update any forward-looking statements contained in this document as a result of new information, future events or otherwise, except as required by law.
