

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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):

August 20, 2019

Ra Medical Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38677
(Commission
File Number)

38-3661826
(IRS Employer
Identification No.)

**2070 Las Palmas Drive
Carlsbad, California 92011**
(Address of principal executive offices, including zip code)

(760) 804-1648
(Registrant's telephone number, including area code)

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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.0001	RMED	New York Stock Exchange

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 20, 2019, Ra Medical Systems, Inc. (“Ra Medical” or the “Company”) received a notice from the New York Stock Exchange (the “NYSE”) indicating that the Company is not in compliance with the NYSE’s continued listing requirements under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual as a result of the Company’s failure to timely file its Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 (the “Form 10-Q”) with the Securities and Exchange Commission (the “SEC”). In accordance with the NYSE Listed Company Manual, the Company has contacted the NYSE to discuss the status of the Form 10-Q.

As previously reported by the Company in its Form 12b-25 filed with the SEC on August 15, 2019, the Company will not be in a position to file the Form 10-Q until the Audit Committee of the Company’s Board of Directors has completed its work, including assistance from an independent investigation, in connection with an anonymous complaint received by members of Ra Medical’s Board of Directors. The extension period provided under Rule 12b-25 expired on August 19, 2019.

The NYSE informed the Company that, under the NYSE’s rules, the Company will have six months from August 19, 2019 to file the Form 10-Q with the SEC. The Company can regain compliance with the NYSE’s continued listing requirements at any time prior to such date by filing the Form 10-Q with the SEC. If the Company fails to file the Form 10-Q by February 19, 2020, the NYSE may grant, in its sole discretion, a further extension of up to six additional months for Ra Medical to regain compliance, depending on the specific circumstances.

On August 23, 2019, the Company issued a press release announcing the receipt of the notice of non-compliance from the NYSE. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press release dated August 23, 2019.

Forward-Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934 (the “Exchange Act”), regarding Ra Medical’s expectations with respect to the Audit Committee investigation, the filing of the Form 10-Q, and the NYSE. These forward-looking statements involve risks and uncertainties, and actual results could vary materially from these forward-looking statements. Factors that may cause future results to differ materially from management’s current expectations include, among other things, the discovery of additional information relevant to the Audit Committee investigation; the findings, conclusions and recommendations of the Audit Committee (and the timing of the conclusions) concerning matters relating to the Audit Committee investigation; Ra Medical’s response to the Audit Committee’s findings, conclusions and recommendations; the review by Ra Medical’s independent registered public accounting firm of the Audit Committee’s findings, conclusions and recommendations and Ra Medical’s financial statements; the risk that the completion and filing of the Form 10-Q will take longer than expected; and the risk that Ra Medical will be unable to file the Form in time to regain compliance with the NYSE continued listing requirements. Ra Medical disclaims any obligation to update

information contained in these forward-looking statements whether as a result of new information, future events, or otherwise.

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.

RA MEDICAL SYSTEMS, INC.

Date: August 23, 2019

By: /s/ Daniel Horwood

Daniel Horwood

General Counsel and Secretary



Ra Medical Systems Receives NYSE Notice Related to Delay in Form 10-Q Filing

CARLSBAD, Calif. (August 23, 2019) – Ra Medical Systems, Inc. (NYSE: RMED), a medical device company focusing on commercializing excimer laser systems to treat vascular and dermatological diseases, today announced that it received a notice from the NYSE indicating that Ra Medical is not in compliance with the NYSE's continued listing requirements under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual as a result of Ra Medical's delay in filing its Quarterly Report on Form 10-Q for its quarter ended June 30, 2019 (the "Form 10-Q") with the Securities and Exchange Commission (the "SEC").

As previously disclosed, the Audit Committee of Ra Medical's Board of Directors has commenced an independent investigation in connection with an anonymous complaint received by members of Ra Medical's Board of Directors. The investigation is not yet completed and no conclusions with respect thereto have been reached. Ra Medical cannot predict the duration or outcome of the investigation, and consequently, Ra Medical is not in a position to file the Form 10-Q until the Audit Committee completes its work.

The NYSE informed Ra Medical that, under the NYSE's rules, Ra Medical will have six months from August 19, 2019 to file the Form 10-Q with the SEC. Ra Medical can regain compliance with the NYSE's continued listing requirements at any time prior to such date by filing the Form 10-Q with the SEC. If Ra Medical fails to file the Form 10-Q by February 19, 2020, the NYSE may grant, in its sole discretion, a further extension of up to six additional months for Ra Medical to regain compliance, depending on the specific circumstances.

About Ra Medical Systems

Ra Medical Systems commercializes excimer lasers and catheters for the treatment of vascular and dermatological diseases. In May 2017, the DABRA laser system and single-use DABRA catheter received FDA 510(k) clearance in the U.S. as a device for crossing chronic total occlusions, or CTOs, in patients with symptomatic infrainguinal lower extremity vascular disease with an intended use for ablating a channel in occlusive peripheral vascular disease. Pharos excimer laser system is FDA-cleared and is used as a tool in the treatment of psoriasis, vitiligo, atopic dermatitis, and leukoderma. DABRA and Pharos are both based on Ra Medical's core excimer laser technology platform and deploy similar mechanisms of action. Ra Medical manufactures DABRA and Pharos excimer lasers and catheters in a 32,000-square-foot facility located in Carlsbad, California. The vertically integrated facility is ISO 13485 certified and is licensed by the state of California to manufacture sterile, single-use catheters in controlled environments.

Cautionary Note Regarding Forward Looking Statements

This communication contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Section 21E of the Securities Exchange Act of 1934 (the "Exchange Act"), regarding Ra Medical's expectations with respect to the Audit Committee investigation, the filing of the Form 10-Q, and the NYSE. These forward-looking statements involve risks and uncertainties, and actual results could vary materially from these forward-looking statements. Factors that may cause future results to differ materially from management's current expectations include, among other things, the discovery of additional information relevant to the Audit Committee investigation; the

findings, conclusions and recommendations of the Audit Committee (and the timing of the conclusions) concerning matters relating to the Audit Committee investigation; Ra Medical's response to the Audit Committee's findings, conclusions and recommendations; the review by Ra Medical's independent registered public accounting firm of the Audit Committee's findings, conclusions and recommendations and Ra Medical's financial statements; the risk that the completion and filing of the Form 10-Q will take longer than expected; and the risk that Ra Medical will be unable to file the Form 10-Q in time to regain compliance with the NYSE continued listing requirements. Ra Medical disclaims any obligation to update information contained in these forward-looking statements whether as a result of new information, future events, or otherwise.

Ra Medical investors and others should note that we announce material information to the public about the company through a variety of means, including our website (www.ramed.com), our investor relations website (<https://ir.ramed.com/>), press releases, SEC filings, and public conference calls in order to achieve broad, non-exclusionary distribution of information to the public and to comply with our disclosure obligations under Regulation FD. We encourage our investors and others to monitor and review the information we make public in these locations as such information could be deemed to be material information. Please note that this list may be updated from time to time.

Contacts

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