
**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 16, 2019

AquaBounty Technologies, Inc.

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	001-36426 (Commission File Number)	04-3156167 (IRS Employer Identification No.)
2 Mill & Main Place, Suite 395, Maynard, Massachusetts (Address of principal executive offices)		01754 (Zip Code)
Registrant's telephone number, including area code	978-648-6000	

(Former name or former address, if changed since last report.)

Title of each class Common Stock, par value \$0.001 per share	Trading Symbol(s) AQB	Name of exchange on which registered The NASDAQ Stock Market LLC
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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:

- 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))

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

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 8.01 Other Events.

As previously reported, on April 4, 2019, AquaBounty Technologies, Inc. (the "Company") entered into an underwriting agreement (the "Underwriting Agreement") with H.C. Wainwright & Co., LLC, as representative for the several underwriters named therein (the "Underwriters"), relating to the underwritten public offering (the "Offering") of (i) 2,554,590 shares of the Company's common stock (the "Firm Shares") at a public offering price of \$2.25 per share and (ii) up to an additional 383,188 shares of the Company's common stock (the "Option Shares") pursuant to an over-allotment option granted to the Underwriters, exercisable for 45 days, at the same public offering price.

On April 16, 2019, the Underwriters partially exercised their option to purchase 346,488 Option Shares. On April 17, 2019, the Company consummated the sale of the 346,488 Option Shares at the public offering price of \$2.25 per share, generating gross proceeds of approximately \$0.78 million. After deducting underwriting discounts and commissions, the net proceeds to the Company from the sale of the Option Shares were approximately \$0.71 million.

The Offering and sale of the Firm Shares and the Option Shares was made pursuant to a prospectus supplement dated April 5, 2019, which is part of the Company's Registration Statement on Form S-3 (File No. 333-224184), which was filed on April 6, 2018; amended on April 23, 2018; and declared effective by the Securities and Exchange Commission on April 27, 2018.

On April 17, 2019, the Company issued a press release regarding the sale of the Option Shares. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press release issued by AquaBounty Technologies, Inc. on April 17, 2019, 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.

April 17, 2019	AquaBounty Technologies, Inc. (Registrant) /s/ David A. Frank David A. Frank Chief Financial Officer
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EXHIBIT INDEX

Exhibit No.	Description
99.1	Press release issued by AquaBounty Technologies, Inc. on April 17, 2019, furnished herewith.

AquaBounty Technologies, Inc. Announces Exercise of Option to Purchase Additional Shares

MAYNARD, MASS. - April 17, 2019 - AquaBounty Technologies, Inc. (Nasdaq: AQB) (“AquaBounty” or the “Company”), a biotechnology company focused on enhancing productivity in the aquaculture market and a subsidiary of Intrexon Corporation (Nasdaq: XON), today announces the closing of the sale of 346,488 shares of the Company’s common stock (the “Option Shares”). The Option Shares were sold pursuant to the Underwriting Agreement dated April 4, 2019 (the “Underwriting Agreement”), between the Company and the underwriters in the public offering of 2,554,590 shares of the Company’s common stock that closed on April 9, 2019 (the “Offering”). In the Underwriting Agreement, the Company granted the underwriters a 45-day option to purchase up to 383,188 shares of the Company’s common stock at the public offering price of \$2.25 per share. The Option Shares were sold at the public offering price, less underwriting discounts and commissions, and the gross proceeds to AquaBounty from the sale are approximately \$0.78 million, before deducting underwriting discounts and commissions.

H.C. Wainwright & Co. acted as the sole book-running manager for the Offering.

National Securities Corporation, a wholly owned subsidiary of National Holdings Corporation (Nasdaq: NHLD), acted as co-manager for the Offering.

The Company currently expects to use the net proceeds of the Offering and the sale of the Option Shares to fully fund working capital costs associated with growing its first batches of fish at our Indiana and Rollo Bay farm sites and other general corporate purposes.

A shelf registration statement on Form S-3 relating to the Offering and the sale of the Option Shares was filed with the Securities and Exchange Commission (“SEC”) and was declared effective on April 27, 2018. A final prospectus supplement describing the terms of the Offering and the sale of the Option Shares was filed with the SEC on April 5, 2019, and is available on the SEC’s website at www.sec.gov. Copies of the final prospectus supplement and the accompanying prospectus may be obtained from H.C. Wainwright & Co., LLC, 430 Park Avenue 3rd Floor, New York, NY 10022, or by calling (646) 975-6996 or by emailing placements@hcwco.com or at the SEC’s website at <http://www.sec.gov>.

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

About AquaBounty

AquaBounty Technologies, Inc. is a publicly traded aquaculture company focused on improving productivity and sustainability in commercial aquaculture. The Company’s objective is the application of biotechnology to ensure the availability of high-quality seafood to meet global consumer demand—addressing critical production constraints in the most popular farmed species, including salmon, trout, and tilapia.

The Company’s AquaAdvantage fish program is based upon a single, specific molecular modification in fish that results in more rapid growth in early development. With aquaculture facilities located in Prince Edward Island, Canada, and Indiana, USA, AquaBounty is raising its disease-free, antibiotic-free salmon in land-based recirculating aquaculture systems, offering a reduced carbon footprint and no risk of pollution of marine ecosystems as compared to traditional sea-cage farming.

More information about AquaBounty is available at www.aquabounty.com.

Forward-Looking Statements

This press release contains “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995, as amended, that involve significant risks and uncertainties about AquaBounty, including but not limited to statements with respect to the use of proceeds of the Offering and the sale of the Option Shares and the potential for harvests of the Company’s fish. AquaBounty may use words such as “expect,” “anticipate,” “project,” “intend,” “plan,” “aim,” “believe,” “seek,” “estimate,” “can,” “focus,” “will,” and “may” and similar expressions to identify such forward-looking statements. Among the important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are risks relating to, among other things, whether

or not AquaBounty will be able to raise additional capital; market and other conditions; AquaBounty's business and financial condition; and the impact of general economic, industry, or political conditions in the United States or internationally. For additional disclosure regarding these and other risks faced by AquaBounty, see disclosures contained in AquaBounty's public filings with the SEC, including the "Risk Factors" in the company's Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, and prospectus for the Offering. You should consider these factors in evaluating the forward-looking statements included in this press release and not place undue reliance on such statements. The forward-looking statements are made as of the date hereof, and AquaBounty undertakes no obligation to update such statements as a result of new information, except as required by law.

Contact

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