

RenovaCare, Inc.
Form 8-K
September 15, 2014

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

September 9, 2014

Date of Report (Date of earliest event reported)

RenovaCare, Inc.
(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

000-30156

(Commission File Number)

98-0384030

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

430 Park Ave.

Suite 702

New York, New York 10022

(Address of principal executive offices)

(800) 755-5815

(Registrant's telephone number, including area code)

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))

SECTION 1 – Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On September 9, 2014, RenovaCare, Inc. (the “**Company**”), together with its wholly owned subsidiary RenovaCare Sciences Corp., entered into a Post-Closing Amendment to the Asset Purchase Agreement (the “**Amendment**”) with Dr. Jörg Gerlach, MD, PhD (“**Dr. Gerlach**”) to amend the Asset Purchase Agreement dated June 21, 2013 (the “**APA**”), pursuant to which the Company acquired all of Dr. Gerlach’s rights, title and interest to a treatment methodology for cell isolation, spraying and associated equipment for the regeneration of human skin cells. Under the terms of the Amendment the Company will pay Dr. Gerlach the aggregate deferred payment of \$300,000 owed to him pursuant to the APA in four installments as follows: (1) \$100,000 on or before December 31, 2014; (2) \$50,000 on or before December 31, 2015; (3) \$50,000 on or before December 31, 2016; and (4) \$100,000 on or before December 31, 2017. Additionally, the warrant issued to Dr. Gerlach has been amended so that the shares underlying the warrant vest in five equal installments of 240,000 on July 12, 2014-2018.

The foregoing is only a summary of the material provisions of the Amendment, it may not contain all of the information that is important to you and it is qualified in its entirety by reference to the Amendment, a copy of which is attached as **Exhibit 10.1** hereto.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following Exhibits are being filed with this Report on Form 8-K.

In reviewing the agreements included as exhibits to this Report, please remember that they are included to provide you with information regarding their terms and are not intended to provide any other factual or disclosure information about us or the other parties to the agreements. The agreements may contain representations and warranties by each of the parties to the applicable agreement. These representations and warranties have been made solely for the benefit of the parties to the applicable agreement and:

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should not in all instances be treated as categorical statements of fact, but rather as a way of allocating the risk to one of the parties if those statements prove to be inaccurate;

- have been expressly qualified by disclosures that were made to the other party in connection with the negotiation of the applicable agreement, which disclosures are not necessarily reflected in the agreement and are not included in this Report;
- may apply standards of materiality in a way that is different from what may be viewed as material to you or other investors; and
- were made only as of the date of the applicable agreement or such other date or dates as may be specified in the agreement and are subject to more recent developments.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date they were made or at any other time. Additional information about us may be found elsewhere in this Report on Form 8-K and our other public filings, which are available without charge through the SEC's website at <http://www.sec.gov>.

| Exhibit No. | Description |
|--------------------|--------------------|
|--------------------|--------------------|

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| 10.1 | Post-Closing Amendment to Asset Purchase Agreement |
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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 on September 15, 2014.

RenovaCare, Inc.

By */s/ Thomas Bold*

Name: Thomas Bold

Title: President and Chief Executive Officer