

**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): **January 18, 2016**

**AMEDICA CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>001-33624</b> (Commission File Number)	<b>84-1375299</b> (IRS Employer Identification No.)
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**1885 West 2100 South  
Salt Lake City, UT 84119**

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: **(801) 839-3500**

**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:

- 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))
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### **Item 3.03 Material Modification to Rights of Security Holders.**

As previously announced in our Current Report on Form 8-K dated November 3, 2015, at a special meeting of the stockholders of Amedica Corporation (the “Company”) the Company’s stockholders approved an amendment to the Company’s Restated Certificate of Incorporation to effect a reverse split of the Company’s common stock, par value \$0.01 (the “Common Stock”) and authorized the Board of Directors (the “Board”) to, at their sole discretion, select a ratio of between 1-for-2 and 1-for-15, inclusive.

The Board has determined to set the reverse stock split ratio at 1-for-15 (the “Reverse Stock Split”). The Reverse Stock Split will become effective as of 12:01 a.m., Eastern Time on January 25, 2016 (the “Effective Time”), pursuant to a Certificate of Amendment (the “Certificate of Amendment”) to the Company’s Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware on January 22, 2016. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference. This discussion is qualified in its entirety by reference to the full text of the Certificate of Amendment.

In connection with the Reverse Stock Split, the CUSIP number of the Common Stock will be changed to 023435 209. The Common Stock will begin trading on The Nasdaq Capital Market on a split-adjusted basis on January 25, 2016.

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

The information set forth in Item 3.03 of this Current Report on Form 8-K is incorporated herein by reference.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Amendment to the Restated Certificate of Incorporation of Amedica Corporation

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**SIGNATURE**

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.

**AMEDICA CORPORATION**

Date: January 22, 2016

By: /s/ Ty Lombardi

Ty Lombardi  
Chief Financial Officer

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## EXHIBIT INDEX

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Amendment to the Restated Certificate of Incorporation of Amedica Corporation

**CERTIFICATE OF AMENDMENT  
TO THE  
RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
AMEDICA CORPORATION**

AMEDICA Corporation (the "*Corporation*"), a corporation duly organized and existing under the Delaware General Corporation Law (the "*DGCL*"), does hereby certify that:

**First.** The amendment to the Corporation's Restated Certificate of Incorporation set forth below was duly adopted by the Board of Directors at a meeting in accordance with the provisions of Section 242 of the DGCL and was approved by the stockholders at a special meeting of the Corporation's stockholders, duly called and held upon notice in accordance with Section 222 of the DGCL, at which meeting the necessary number of shares as required by statute were vote in favor of the amendment.

**Second.** The Restated Certificate of Incorporation is hereby amended by adding the following after the second paragraph of Article FOURTH:

"Upon the filing and effectiveness (the "*Effective Time*") pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Restated Certificate of Incorporation of the Corporation, each fifteen (15) shares of Common Stock, par value \$0.01 (the "*Old Common Stock*") either issued and outstanding or held by the Corporation in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock, par value \$0.01 per share (the "*New Common Stock*"). The Corporation shall, through its transfer agent, provide certificates representing New Common Stock to holders of Old Common Stock in exchange for certificates representing Old Common Stock. From and after the Effective Date, certificates representing shares of Old Common Stock are hereby canceled and shall represent only the right of holders thereof to receive New Common Stock. The Corporation shall not issue fractional shares of New Common Stock. The reverse stock split shall not increase or decrease the amount of stated capital or paid-in surplus of the Corporation, provided that any fractional share that would otherwise be issuable as a result of the reverse stock split shall be rounded up to the nearest whole share of New Common Stock. From and after the Effective Date, the term "New Common Stock" as used in this Article 4 shall mean common stock as provided in the Restated Certificate of Incorporation."

**Third.** Except as herein amended, the Corporation's Restated Certificate of Incorporation shall remain in full force and effect.

**Fourth.** This amendment shall be effective on January 25, 2016 at 12:01 a.m. Eastern Time.

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed by a duly authorized officer on this 22<sup>nd</sup> day of January, 2016.

**AMEDICA CORPORATION**

By: /s/ Ty Lombardi

Its: Chief Financial Officer