
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**

July 1, 2015

Date of Report (Date of earliest event reported)

Discovery Laboratories, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-26422

(Commission File Number)

94-3171943

(IRS Employer Identification Number)

**2600 Kelly Road, Suite 100
Warrington, Pennsylvania 18976**
(Address of principal executive offices)

(215) 488-9300

(Registrant's telephone number, including area code)

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

On June 29, 2015, Discovery Laboratories, Inc. (the “Company”) received a letter from The Nasdaq Stock Market indicating that for 30 consecutive business days the Company’s common stock had not maintained a minimum closing bid price of \$1.00 (“Minimum Bid Price Requirement”) per share as required by Nasdaq Listing Rule 5550(a)(2). This notice of noncompliance has had no immediate impact on the continued listing or trading of the Company’s common stock on the Nasdaq Capital Market.

Under Nasdaq Listing Rule 5810(c)(3)(A), if during the 180 calendar days following the date of the notification (the “Compliance Period”) ending on December 28, 2015, the closing bid price of the Company’s stock is at or above \$1.00 for a minimum of ten consecutive business days, the Company will regain compliance with the Minimum Bid Price Requirement and the common stock will continue to be eligible for listing on the Nasdaq Capital Market.

If the Company does not achieve compliance with the Minimum Bid Price Requirement by the end of the Compliance Period, under Nasdaq Listing Rule 5810(c)(3)(A)(ii), if on the last day of the Compliance Period, the Company is in compliance with the market value requirement for continued listing of its common stock on the Nasdaq Capital Market as well as all other listing standards for initial listing of its common stock on the Nasdaq Capital Market (other than the Minimum Bid Price Requirement), and the Company provides written notice of its intention to cure the deficiency during a second compliance period, Nasdaq may grant the Company an additional Compliance Period through June 27, 2016.

If the Company receives a Staff Delisting Determination, the Company may, at that time, request in writing that a Nasdaq Hearing Panel review the matter in a written or an oral hearing. Such a review, if granted, would stay delisting until a Panel ruling. After the Nasdaq Hearing Panel determination is final, the Company may then appeal the Hearing Panel decision to the Listing Council. If granted, such an appeal would not stay the Hearing Panel decision.

The Company intends to monitor the closing bid price of its common stock and may, if appropriate, consider implementing available options to regain compliance with the Minimum Bid Price Requirement under the Nasdaq Listing Rules.

On July 1, 2015, the Company issued a press release announcing its receipt of the Nasdaq deficiency letter. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[99.1](#) Press release dated July 1, 2015

Cautionary Note Regarding Forward-looking Statements:

To the extent that statements in this Current Report on Form 8-K are not strictly historical, including statements as to business strategy, outlook, objectives, future milestones, plans, intentions, goals, future financial conditions, future collaboration agreements, the success of the Company's product development or otherwise as to future events, such statements are forward-looking, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The forward-looking statements contained in this Current Report are subject to certain risks and uncertainties that could cause actual results to differ materially from the statements made. Such risks and others are further described in the Company's filings with the Securities and Exchange Commission including the most recent reports on Forms 10-K, 10-Q and 8-K, and any amendments thereto.

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.

Discovery Laboratories, Inc.

By: /s/John G. Cooper

Name: John G. Cooper

Title: President and Chief Executive Officer

Date: July 1, 2015



**Discovery Labs Receives Nasdaq Notification Related
to Minimum Bid Price**

Warrington, PA – July 1, 2015 -- Discovery Laboratories, Inc. (Nasdaq:DSCO) announced today that, on June 29, 2015, the Company received a letter from The Nasdaq Stock Market indicating that, because the Company's common stock has not maintained a minimum closing bid price of \$1.00 per share over the previous 30 consecutive business days, the Company is no longer in compliance with Nasdaq's Listing Rule 5550(a)(2) (the "Minimum Bid Price Requirement"). This notice of noncompliance has no immediate impact on the continued listing or trading of the Company's common stock on the Nasdaq Capital Market.

Under the Nasdaq Listing Rules, the Company has 180 calendar days ("grace period"), or until December 28, 2015, to regain compliance with the Minimum Bid Price Requirement. If during the grace period, the Company's common stock achieves a minimum closing bid price of at least \$1.00 per share for a period of at least ten consecutive business days, the Company will regain compliance with the Minimum Bid Price Requirement and its common stock will continue to be eligible for listing on the Nasdaq Capital Market.

If the Company does not achieve compliance with the Minimum Bid Price Requirement during the grace period, Nasdaq will provide written notification to the Company that its common stock is subject to delisting. However, if on the last day of the grace period, the Company complies with the market value requirement for continued listing and all other listing standards for initial listing on the Nasdaq Capital Market, and indicates its intention to cure its non-compliance with the Minimum Bid Price Requirement, the Company may be eligible for an additional grace period through June 27, 2016. The Company intends to monitor the closing bid price of its common stock and, if appropriate, consider available options potentially to regain compliance with the Minimum Bid Price Requirement under the Nasdaq Listing Rules.

About Discovery Labs

Discovery Laboratories, Inc. is a specialty biotechnology company focused on developing aerosolized KL4 surfactant therapies for respiratory diseases. Surfactants are produced naturally in the lung and are essential for normal respiratory function and survival. If surfactant deficiency or degradation occurs, the air sacs in the lungs can collapse, resulting in severe respiratory diseases and disorders. Discovery Labs' technology platform includes a novel synthetic peptide-containing (KL4) surfactant, that is structurally similar to pulmonary surfactant, and proprietary drug delivery technologies being developed to enable efficient delivery of aerosolized KL4 surfactant. Discovery Labs believes that its proprietary technology platform makes it possible, for the first time, to develop a significant pipeline of aerosolized surfactant products to address a variety of respiratory diseases for which there frequently are few or no approved therapies.

For more information, please visit the Company's website at www.Discoverylabs.com.

Forward-Looking Statements

To the extent that statements in this press release are not strictly historical, all such statements are forward-looking, and are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from the statements made. Examples of such risks and uncertainties include without limitation: the risk that Discovery Labs will be unable to comply with the Minimum Bid Price Rule in the initial grace period, or that Discovery Labs will not be in compliance with other listing standards for initial listing and, on the last day of the grace period, fail to qualify for an additional grace period to come into compliance with the Minimum Bid Price Rule; the risk that, if Discovery Labs' common stock is delisted from the Nasdaq Capital Market, the liquidity and value of its common stock will decline; and other risks and uncertainties described in Discovery Labs' filings with the Securities and Exchange Commission including the most recent reports on Forms 10-K, 10-Q and 8-K, and any amendments thereto.

Contact Information:

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