
**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 27, 2020

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 |
|---|---------------------------------|--|

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.

On January 27, 2020, AquaBounty Technologies, Inc. announced a proposed underwritten public offering of its common stock. 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 January 27, 2020. |

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.

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|-------------------------------|--|
| <hr/> <p>January 27, 2020</p> | <hr/> <p>AquaBounty Technologies, Inc. (Registrant) /s/ David A. Frank <hr/>David A. Frank Chief Financial Officer</p> |
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AquaBounty Technologies, Inc. Announces Proposed Public Offering of \$10.0 Million of Common Stock

MAYNARD, MASS. - January 27, 2020 - AquaBounty Technologies, Inc. (Nasdaq: AQB) (“AquaBounty” or the “Company”), a land-based aquaculture company utilizing technology to enhance productivity and sustainability, today announced that it has commenced a proposed underwritten public offering of \$10.0 million of common stock of the Company. In addition, the Company expects to grant the underwriter of the offering a 45-day option to purchase up to an additional \$1.5 million of shares of common stock to cover over-allotments, if any. All shares of common stock to be sold in the proposed offering will be sold by the Company. The offering is subject to market and other conditions, and there can be no assurance as to whether or when the proposed offering may be completed, or as to the actual size or terms of the proposed offering.

Lake Street Capital Markets, LLC is acting as the sole book-running manager for the proposed offering.

The Company currently intends to use the net proceeds of the proposed offering, if completed, to continue construction and renovation activities of its existing facilities in Rollo Bay and Indiana, for working capital costs associated with growing its first batches of fish at its Indiana and Rollo Bay farm sites, and for other general corporate purposes.

The proposed offering will be made only by means of a prospectus. A preliminary prospectus related to and describing the terms of the proposed offering has been filed with the Securities and Exchange Commission (the “SEC”). Copies of the preliminary prospectus relating to the proposed offering may be obtained, when available, from Lake Street Capital Markets, LLC, Attn: Syndicate Department, 920 Second Avenue South, Suite 700, Minneapolis, Minnesota 55402; by calling 612-326-1305; or by emailing syndicate@lakestreetcm.com, or at the SEC’s website at <http://www.sec.gov>.

A registration statement on Form S-1 (File No. 333-235919) relating to the securities to be sold in the proposed offering has been filed with the SEC but has not yet become effective. These securities may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective. 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 completion, timing, size, and use of proceeds of the proposed underwritten public offering of common stock. 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 capital; the final terms of the underwritten public offering of common stock; market and other conditions; the satisfaction of customary closing conditions related to the underwritten public offering of common stock; 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 preliminary prospectus for the proposed 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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