

22nd Century Group, Inc.
Form 8-K
January 26, 2016

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 26, 2016

22nd Century Group, Inc.

(Exact Name of Registrant as Specified in Charter)

Nevada

001-36338

98-0468420

(State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer
Identification No.)

9530 Main Street

14031

Clarence, New York

(Zip Code)

(Address of Principal Executive Office)

Registrant's telephone number, including area code: **(716) 270-1523**

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))

Item 8.01 Other Events.

On January 25, 2016, warrants issued on January 25, 2011 granting the holders the right to purchase a total of 6,831,115 shares of common stock of 22nd Century Group, Inc. (the “Company”) expired. As a result, the total number of outstanding warrants to purchase the Company’s common shares decreased by approximately 41%, from 16,567,736 to 9,736,621. As of January 25, 2016, there were 71,006,844 shares of the Company’s common stock outstanding.

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.

22nd Century Group, Inc.

/s/ Henry Sicignano, III

Date: January 26, 2016 Henry Sicignano, III
President and Chief Executive Officer