

Biostage, Inc.  
Form 8-K  
February 14, 2018

**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): February 13, 2018

**BIOSTAGE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-35853**

**45-5210462**

(Commission File Number) (IRS Employer Identification No.)

**84 October Hill Road, Suite 11, Holliston, MA 01746**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(774) 233-7300**

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company  x

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 7.01. Regulation FD Disclosure.**

On Tuesday, February 13, 2018 at 9:00 AM (Eastern Time), Biostage, Inc., or the Company, hosted a conference call with investors, or the Investor Call, during which the Company provided an update on recent events at the Company and discussed other matters relating to the business, including operations, plans and outlook. The transcript for the Investor Call, which includes the script and the questions and answers that occurred on the Investor Call, is furnished hereto as Exhibit 99.1 and is incorporated herein by reference.

This Current Report on Form 8-K and the transcript of the Investor Call contain remarks regarding management's intentions, hopes, beliefs, expectations, or predictions of the future. These are forward looking statements that involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. As a result, you should not place undue reliance on any forward-looking statements. Some of the factors that could cause actual results to differ materially from those contemplated by such forward-looking statements are described under the heading "Item 1A. Risk Factors" in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2016 or in the Company's other periodic reports filed by the Company with the Securities and Exchange Commission. These documents are available in the Investors section of the Company's website and on the Securities and Exchange Commission's website. We encourage you to review these documents carefully. The forward-looking statements in this Form 8-K and in the transcript of the Investor Call speak only as of the date of the respective disclosure. The Company expressly disclaims any obligation or undertaking to release publicly any updates or revisions to such statements to reflect any change in its expectations with regard thereto or any changes in the events, conditions or circumstances on which any such statement is based.

The information disclosed under this Item 7.01 is being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and shall not be deemed incorporated by reference into any filing made under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

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

(d) Exhibits.

| <b>Exhibit</b> | <b>Title</b>                                           |
|----------------|--------------------------------------------------------|
| <b>Number</b>  |                                                        |
| <u>99.1</u>    | <u>Transcript for February 13, 2018 Investor Call.</u> |



**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**BIOSTAGE, INC.**  
(Registrant)

**February 13, 2018** /s/ **Thomas McNaughton**  
(Date) Thomas McNaughton  
*Chief Financial Officer*

**INDEX TO EXHIBITS**

| <b><u>Exhibit<br/>Number</u></b> | <b><u>Description of Exhibit</u></b>                   |
|----------------------------------|--------------------------------------------------------|
| <u>99.1</u>                      | <u>Transcript for February 13, 2018 Investor Call.</u> |