

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 16, 2015

Medytox Solutions, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction of Incorporation)

000-54346
(Commission File Number)

90-0902741
(I.R.S. Employer Identification No.)

400 S. Australian Avenue, Suite 800, West Palm Beach, Florida
(Address of Principal Executive Offices)

33401
(Zip Code)

(561) 855-1626
(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 (see General Instruction A.2. below):

- 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 8.01 Other Events

Background

On December 6, 2014, Medytox Solutions, Inc. ("Medytox" or the "Company") and CollabRx, Inc. ("CollabRx") entered into a non-binding letter of intent for a potential business combination between the companies (the "Letter of Intent"). The business combination is subject to, among other things, due diligence, the execution of a definitive agreement, necessary board of director and stockholder approvals and other customary conditions. We cannot assure you that Medytox and CollabRx will enter into a definitive agreement and, if such definitive agreement is entered into, that the contemplated business combination will be consummated.

Loan and Security Agreement with CollabRx, Inc.

Pursuant to the Letter of Intent, Medytox has agreed to advance certain funding to CollabRx in contemplation of the business combination. On January 16, 2015, Medytox entered into a Loan and Security Agreement (the "Loan Agreement") with CollabRx, pursuant to which it is contemplated that Medytox will loan up to \$2,395,644 to CollabRx. CollabRx develops and markets medical information and clinical decision support products and services intended to set a standard for the clinical interpretation of genomics-based, precision medicine in cancer.

CollabRx intends to use the proceeds from the Loan Agreement for working capital and general corporate purposes. Amounts borrowed by CollabRx under the Loan Agreement will accrue simple interest at the rate of fifteen percent (15.0%) per annum. As of January 20, 2015, CollabRx had borrowed \$135,476 under the Loan Agreement. The making of additional advances to CollabRx under the Loan Agreement is completely discretionary on the part of Medytox. All amounts borrowed under the Loan Agreement mature on December 31, 2015. Upon the occurrence of an event of default under the Loan Agreement, all or a portion of the then outstanding principal and accrued interest under the Loan Agreement is convertible, in the discretion of Medytox, into shares of common stock, par value \$0.01 per share ("Common Stock"), of CollabRx at a conversion price equal to the lower of (i) \$0.85 or (ii) the average of the bid and ask prices of the Common Stock on the trading day immediately prior to the date of conversion; provided, however, that the maximum number of shares issuable to Medytox is 14.9% of the number of shares of Common Stock then outstanding. CollabRx has agreed to secure the payment and performance of its obligations under the Loan Agreement by the grant of a security interest in all of its assets.

The Loan Agreement includes representations and warranties of the parties, covenants and agreements regarding the operation of the business of CollabRx while amounts are outstanding under the Loan Agreement, and indemnification provisions in the event of a breach of a representation, warranty, covenant or agreement contained in the Loan Agreement.

Agreement with CollabRx, Inc.

Also on January 16, 2015, Medytox entered into an Agreement (the “Agreement”) with CollabRx. Pursuant to the Agreement, CollabRx agreed that in the event it enters into a merger or other sale transaction involving at least thirty-five percent (35.0%) of its shares or assets with a party other than Medytox, CollabRx will pay Medytox a \$1,000,000 fee (the “Fee”). Notwithstanding the foregoing, no Fee will be payable to Medytox in the event (i) Medytox has not provided funding to CollabRx of at least \$500,000 pursuant to the Loan Agreement or (ii) Medytox has not funded an advance requested by CollabRx under the Loan Agreement, subject to certain exceptions.

On January 22, 2015, Medytox and CollabRx issued a joint press release announcing the transactions. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Participants in Solicitation

Medytox (OTCQB: MMMS), CollabRx (NASDAQ: CLRX), and their respective directors, executive officers, and other employees may be deemed to be participants in the solicitation of proxies from Medytox and CollabRx stockholders with respect to the proposed business combination. Information about Medytox’s directors and executive officers is available in Medytox’s annual report on Form 10-K for the year ended December 31, 2013. Information about CollabRx’s directors and executive officers is available in CollabRx’s proxy statement for its 2014 annual meeting of stockholders, dated July 28, 2014. Additional information about the interests of potential participants will be included in the registration statement and proxy statement and other materials filed with the Securities and Exchange Commission (the “SEC”). These documents are available free of charge at the SEC’s website at www.sec.gov, or by going to Medytox’s Investors page on our corporate website at www.medytoxolutionsinc.com or by going to CollabRx’s Investors page on its corporate website at www.collabrx.com.

Additional Information

This document does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. If Medytox and CollabRx enter into a definitive agreement with respect to a potential business combination, CollabRx intends to file a registration statement, including a joint proxy statement of Medytox, and other materials with the SEC in connection with the proposed business combination. We urge investors to read these documents when they become available because they will contain important information. Investors will be able to obtain free copies of the registration statement and proxy statement, as well as other filed documents containing information about Medytox and CollabRx, at www.sec.gov, the SEC’s website or by going to Medytox’s Investors page on our corporate website at www.medytoxolutionsinc.com or by going to CollabRx’s Investors page on its corporate website at www.collabrx.com.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Joint Press Release, dated January 22, 2015.

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.

Date: January 22, 2015

MEDYTOX SOLUTIONS, INC.

/s/ Seamus Lagan _____

Seamus Lagan,
CEO
(principal executive officer)

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Joint Press Release, dated January 22, 2015.



News Release

CollabRx and Medytox Solutions Sign Non-Binding Letter of Intent for Possible Business Combination

CollabRx Receives Funding from Medytox for Continued Operation

SAN FRANCISCO, CA and WEST PALM BEACH, FL -- Jan. 22, 2015 -- CollabRx, Inc. (NASDAQ:CLRXX) and Medytox Solutions, Inc. (OTCQB: MMMS) ("Medytox") have entered into a non-binding letter of intent to negotiate a potential business combination. Also, CollabRx and Medytox announced that they have entered into agreements that would secure funding needed by CollabRx to continue to operate while the parties negotiate a potential business combination. The potential business combination is subject to, among other things, due diligence, the execution of a definitive agreement, necessary Board of Directors and stockholder approvals and other customary conditions.

CollabRx develops and markets medical information and clinical decision support products and services intended to set a standard for the clinical interpretation of genomics-based, precision medicine in cancer. Medytox Solutions, Inc. is focused on becoming a single-source solution to medical providers for a number of services including clinical laboratory services, electronic health records, laboratory information systems, medical billing services, financial services and other information technology and software solutions.

On January 16, 2015, CollabRx entered into a Loan and Security Agreement (the "Loan Agreement") with Medytox, for up to \$2,395,644 (with certain restrictions as detailed in the Loan Agreement). As of January 20, 2015, CollabRx had borrowed \$135,476 under the Loan Agreement. CollabRx has agreed to secure the payment and performance of its obligations under the Loan Agreement by the grant of a security interest in all of its assets. Also on January 16, 2015, CollabRx agreed that in the event it enters into a merger or other sale transaction of its shares or assets with a party other than Medytox, subject to certain limitations, CollabRx will pay Medytox a \$1,000,000 fee.

Aegis Capital Corp. is acting as financial advisor to CollabRx in the transaction.

Participants in Solicitation

CollabRx (NASDAQ: CLRXX), Medytox (OTCQB: MMMS), and their respective directors, executive officers, and other employees may be deemed to be participants in the solicitation of proxies from CollabRx and Medytox stockholders with respect to the proposed business combination. Information about CollabRx's directors and executive officers is available in CollabRx's proxy statement for its 2014 annual meeting of stockholders, dated July 28, 2014. Information about Medytox's directors and executive officers is available in Medytox's annual report on Form 10-K for the year ended December 31, 2013. Additional information about the interests of potential participants will be included in the registration statement and joint proxy statement and other materials filed with the Securities and Exchange Commission (the "SEC"). These documents are available free of charge at the SEC's website at www.sec.gov, or by going to CollabRx's Investors page on our corporate website at www.collabrx.com or by going to Medytox's Investors page on its corporate website at www.medytoxolutionsinc.com.

Additional Information

This document does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any vote or approval nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. CollabRx intends to file a registration statement, including a proxy statement of Medytox, and other materials with the SEC in connection with the proposed business combination. **We urge investors to read these documents when they become available because they will contain important information.** Investors will be able to obtain free copies of the registration statement and proxy statement, as well as other filed documents containing information about CollabRx and Medytox, at www.sec.gov, the SEC's website or by going to CollabRx's Investors page on our corporate website at www.collabrx.com or by going to Medytox's Investors page on its corporate website at www.medytoxolutionsinc.com.

About CollabRx, Inc.

CollabRx, Inc. (NASDAQ: CLRX) is a recognized leader in cloud-based expert systems to inform healthcare decision-making. CollabRx uses information technology to aggregate and contextualize the world's knowledge on genomics-based medicine with specific insights from the nation's top cancer experts, starting with the area of greatest need: advanced cancers in patients who have effectively exhausted the standard of care. More information may be obtained at <http://www.collabrx.com>.

About Medytox Solutions, Inc.

Medytox Solutions, Inc. (OTCQB: MMMS) is a fast-growing company with numerous subsidiaries setting a new standard of excellence in the healthcare industry. It is focused on becoming a single-source solution to medical providers for an increasing number of services including clinical laboratory services, electronic health records, laboratory information systems, medical billing services, financial services and other information systems and software solutions. Medytox Solutions, Inc. puts the needs of the customer at the center of everything it does and expands its services by development and acquisition of synergistic services and products.

CollabRx, Inc. Safe Harbor Statement

This press release includes forward-looking statements about CollabRx's anticipated results that involve risks and uncertainties. Some of the information contained in this press release, including, but not limited to, statements as to industry trends and CollabRx's plans, objectives, expectations and strategy for its business, contains forward-looking statements that are subject to risks and uncertainties that could cause actual results or events to differ materially from those expressed or implied by such forward-looking statements. Any statements that are not statements of historical fact are forward-looking statements. When used, the words "believe," "plan," "intend," "anticipate," "target," "estimate," "expect" and the like, and/or future tense or conditional constructions ("will," "may," "could," "should," etc.), or similar expressions, identify certain of these forward-looking statements. Important factors which could cause actual results to differ materially from those in the forward-looking statements are detailed in filings made by CollabRx with the Securities and Exchange Commission. CollabRx undertakes no obligation to update or revise any such forward-looking statements to reflect subsequent events or circumstances. The potential business combination referenced in this press release is subject to, among other things, due diligence, the execution of a definitive agreement, necessary board of director and stockholder approvals and other customary conditions. We cannot assure you that Medytox and CollabRx will enter into a definitive agreement and, if such definitive agreement is entered into, that the contemplated business combination will be consummated.

Medytox Solutions, Inc. Safe Harbor Statement

This press release contains certain forward-looking information about Medytox Solutions, Inc. that is intended to be covered by the safe harbor for “forward-looking statements” provided by the Private Securities Litigation Reform Act of 1995. Forward-looking statements are statements that are not historical facts. Words such as “guidance”, “expect”, “will”, “may”, “anticipate”, “plan”, “estimate”, “project”, “intend”, “should”, “can”, “likely”, “could”, and similar expressions are intended to identify forward looking statements. These statements include statements about our plans, strategies and prospects. Forward-looking statements are not guarantees of performance. These statements are based upon the current beliefs and expectations of our management and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot assure you that the expectations will prove to be correct. Important factors that could cause our actual results or performance to differ materially from the forward-looking statements include those set forth in the “Risk Factors” section of our most recent annual report on Form 10-K and in our other filings with the Securities and Exchange Commission, which filings are available on www.sec.gov. You should not place undue reliance on these forward-looking statements, which speak only as of the date such statements are made. Except to the extent required by applicable law or regulation, we undertake no obligation to update or publish revised forward-looking statements to reflect events or circumstances after such date or to reflect the occurrence of unanticipated events. The potential business combination referenced in this press release is subject to, among other things, due diligence, the execution of a definitive agreement, necessary board of director and stockholder approvals and other customary conditions. We cannot assure you that Medytox and CollabRx will enter into a definitive agreement and, if such definitive agreement is entered into, that the contemplated business combination will be consummated.

CollabRx Contacts:

Thomas R. Mika
President & CEO
CollabRx, Inc.
415-248-5350

Dian Griesel Int'l.
Laura Radocaj - Media
lradocaj@dgicomm.com
212-825-3210

Cheryl Schneider - Investors
cschneider@dgicomm.com
212-825-3210

Medytox Solutions Contacts:

Seamus Lagan
CEO
Medytox Solutions, Inc.
561-855-1626

Sebastien Sainsbury
Director, Investor Relations
Medytox Solutions, Inc.
561-666-9818
ssainsbury@medytoxsolutionsinc.com

Marilys Caraballo – Media
mcaraballo@weinbachgroup.com
305-668-0070

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