
**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 19, 2015

CollabRx, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)
000-26824
(Commission
File Number)
68-0370244
(I.R.S. Employer
Identification No.)

44 Montgomery Street, Suite 800
San Francisco, CA 94104-4811
(Address of Principal Executive Offices)

(415) 248-5350
(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 communication 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 1.01. Amendment of Material Definitive Agreement

As previously disclosed, on January 16, 2015 CollabRx, Inc. (“CollabRx” or the “Company”) entered into (i) a Loan and Security Agreement (the “Loan Agreement”) with Medytox Solutions, Inc. (“Medytox”), pursuant to which it is contemplated that Medytox will loan up to \$2,395,644 to CollabRx and (ii) an Agreement (the “Agreement”) with Medytox, pursuant to which 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 (a “Sale Transaction”), CollabRx will pay Medytox a \$1,000,000 fee (the “Fee”). On February 19, 2015, CollabRx and Medytox entered into an amendment to the Loan Agreement and the Agreement (the “Amendment”) clarifying that, subject to certain exceptions, (i) the Offering (as detailed below) would not constitute a Sale Transaction for purposes of the Agreement and (ii) the Offering will not constitute a change in control of CollabRx or a breach of CollabRx’s covenant to conduct its business in the ordinary course pursuant to the Loan Agreement. Additionally, the Amendment sets forth CollabRx’s agreement not to request any further advances from Medytox pursuant to the Loan Agreement until after it has spent at least the greater of (i) \$1,500,000 of the proceeds of the Offering or (ii) 60% of the net proceeds of the Offering. The full text of the Amendment is filed as Exhibit 10.1 to this Current Report and incorporated herein by this reference. The description of the Amendment provided above is qualified in its entirety by the full text as attached.

Participants in Solicitation

CollabRx (NASDAQ: CLRX), 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 shareholders 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 shareholders, 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 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. If CollabRx and Medytox enter into a definitive agreement with respect to a potential business combination, CollabRx intends to file a registration statement, including a joint proxy statement, 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.

Item 8.01. Other Events.

On February 19, 2015, CollabRx announced the pricing of an underwritten public offering of 3,840,000 shares of its common stock and warrants to purchase an additional 3,840,000 shares of its common stock at an offering price of \$1.25 per share and \$0.0001 per warrant (the “Offering”). A copy of the press release is filed as Exhibit 99.1 to this current Report and incorporated herein by this reference. The Offering was completed on February 25, 2015. As a result of the Offering, the Company’s stockholders’ equity exceeds \$2.5 million as of the date of filing of this Current Report.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

10.1 Amendment, dated as of February 19, 2015, by and between CollabRx, Inc. and Medytox Solutions, Inc.

99.1 Press Release dated February 19, 2015

SIGNATURES

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

Date: February 25, 2015

COLLABRX, INC.

By: /s/ Thomas R. Mika

Name: Thomas R. Mika

Title: President and Chief Executive Officer

EXHIBIT INDEX

Exhibit No. **Description**

[10.1](#) Amendment, dated as of February 19, 2015, by and between CollabRx, Inc. and Medytox Solutions, Inc.

[99.1](#) Press Release dated February 19, 2015

AMENDMENT

This Amendment, dated as of February 19, 2015 (the "Amendment"), by and between CollabRx, Inc., a Delaware corporation ("CollabRx"), and Medytox Solutions, Inc., a Nevada corporation ("Medytox").

WHEREAS, CollabRx and Medytox are parties to that certain Loan and Security Agreement, dated as of January 16, 2015 (the "Loan Agreement");

WHEREAS, CollabRx and Medytox are parties to that certain Agreement, dated as of January 16, 2015 (the "Fee Agreement");

WHEREAS, CollabRx anticipates issuing up to 4,416,000 shares of common stock and warrants to purchase up to 4,416,000 shares of common stock, pursuant to the Registration Statements on Form S-1 (Registration Nos. 333-199477 and 333-202209) (the "Registration Statement"); and

WHEREAS, in connection with the offering contemplated by the Registration Statement, the parties desire to amend the Loan Agreement and the Fee Agreement as provided in this Amendment.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. Fee Agreement. For purposes of the Fee Agreement, the consummation of the offering of shares of common stock and warrants to purchase shares of common stock pursuant to the Registration Statement shall not constitute an Alternative Transaction as defined in the Fee Agreement; provided, that, upon consummation of such offering, no "person" or "group" (as such terms are defined in Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) shall have "beneficial ownership" (as such term is defined in Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) of thirty-five percent (35%) or more of the outstanding shares of any class of voting securities of CollabRx.

2. Loan Agreement. For purposes of the Loan Agreement, the consummation of the offering of shares of common stock and warrants to purchase shares of common stock pursuant to the Registration Statement shall not (i) constitute a Change of Control as defined in the Loan Agreement; provided, that upon consummation of such offering, no "person" or "group" (as such terms are defined in Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) shall have "beneficial ownership" (as such term is defined in Rule 13d-3 promulgated under the Securities Exchange Act of 1934, as amended) of thirty-five percent (35%) or more of the outstanding shares of any class of voting securities of CollabRx, and (ii) constitute a breach of CollabRx's covenant in Section 6.1.2 to conduct its business in the ordinary course in a manner consistent with past practice.

3. Advances. CollabRx agrees not to request any further Advances (as such term is defined in the Loan Agreement) from Medytox pursuant to the Loan Agreement until after it has spent at least the greater of (a) \$1,500,000 of the proceeds or (b) 60% of the net proceeds of the offering pursuant to the Registration Statement and has provided documentation, reasonably acceptable to Medytox, verifying the same.

4. Miscellaneous. This Amendment may be executed in any number of counterparts, each of which is an original and all of which are identical. Each counterpart of this Amendment is to be deemed to be an original hereof and all counterparts collectively also be deemed but one agreement. This Amendment shall be governed by the laws of the State of Florida as the same are in effect from time to time without reference to the conflict of laws principles thereof. Headings contained in this Amendment are included hereunder for reference purposes only, shall not constitute a part of this Amendment for any other purpose and shall not be deemed to affect the meaning or construction of any of the provisions hereof. On and after the date hereof, each reference in the Fee Agreement or the Loan Agreement to "this Agreement", "this Loan Agreement", "hereunder", "hereof" or words of like import referring to the Fee Agreement or the Loan Agreement, as the case may be, shall in each case mean and be a reference to the Fee Agreement or the Loan Agreement, each as amended herein. Except as specifically amended herein, the Fee Agreement and the Loan Agreement shall continue to be in full force and effect.

IN WITNESS WHEREOF, each of the parties has duly executed and delivered this Amendment as of the date first above written.

COLLABRX, INC.

By: /s/ Thomas R. Mika

Name: Thomas R. Mika

Title: President and CEO

MEDYTOX SOLUTIONS, INC.

By: /s/ Seamus Lagan

Name: Seamus Lagan

Title: CEO

CollabRx Announces Pricing of Public Offering of Approximately \$4,800,000 of Common Stock and Warrants

SAN FRANCISCO, Feb. 19, 2015 (GLOBE NEWSWIRE) -- CollabRx, Inc. ([CLRX](#)) today announced the pricing of an underwritten public offering of 3,840,000 shares of its common stock and warrants to purchase up to an aggregate of 3,840,000 shares of its common stock at an offering price of \$1.25 per common share and \$0.0001 per warrant. The warrants will have a per share exercise price of \$1.56, are exercisable immediately and will expire five years from the date of issuance. Gross proceeds to CollabRx from this offering are approximately \$4,800,000 before deducting underwriting discounts and commissions and other estimated offering expenses payable by CollabRx. CollabRx has granted the underwriter a 45-day option to purchase up to an additional 576,000 shares of common stock and/or 576,000 additional warrants to cover over-allotments, if any. The offering is expected to close on February 25, 2015, subject to customary closing conditions.

Aegis Capital Corp. acted as the sole book-running manager for the offering.

A registration statement on Form S-1 relating to the shares and warrants was filed with the Securities and Exchange Commission (SEC) and is now effective. A preliminary prospectus relating to the offering has been filed with the SEC and is available on the SEC's web site at <http://www.sec.gov>. Copies of the final prospectus relating to the offering, when available, may be obtained from the offices of Aegis Capital Corp., Prospectus Department, 810 Seventh Avenue, 18th Floor, New York, NY, 10019, telephone: 212-813-1010 or email: prospectus@aegiscap.com, or from the above-mentioned SEC website.

This press release does 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 offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offer, if at all, will be made only by means of a prospectus supplement and accompanying prospectus forming a part of the effective registration statement. Copies of the preliminary prospectus supplement and accompanying prospectus relating to this offering may be obtained, when available, from Aegis Capital Corp., Prospectus Department, 810 Seventh Avenue, 18th Floor, New York, NY, 10019, telephone: 212-813-1010 or email: prospectus@aegiscap.com.

About CollabRx

CollabRx, Inc. ([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.

CollabRx Safe Harbor Statement

This press release includes forward-looking statements about CollabRx's anticipated results that involve risks and uncertainties, including statements regarding our expectations with respect to the application of the net proceeds from the offering. These statements are subject to significant risks and uncertainties, actual results could differ materially from those projected and CollabRx cautions investors not to place undue reliance on the forward-looking statements contained in this release. Risks and uncertainties relating to CollabRx and this offering can be found in the "Risk Factors" section of the prospectus supplement and accompanying prospectus related to such proposed offering to be filed with the SEC. CollabRx undertakes no obligation to update or revise any such forward-looking statements to reflect subsequent events or circumstances.

Contact:

CollabRx Contacts:

Thomas R. Mika

President & Chief Executive Officer

CollabRx, Inc.

415-248-5350

www.collabrx.com

Dian Griesel Int'l.

Laura Radocaj - media

lradocaj@dgicomm.com

212-825-3210

Cheryl Schneider - investors

cschneider@dgicomm.com

212-825-3210
