
**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): September 9, 2020

DERMTECH, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-38118
(Commission
File Number)

84-2870849
(IRS Employer
Identification No.)

11099 N. Torrey Pines Road, Suite 100
La Jolla, CA 92037
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code (858) 450-4222

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	DMTK	The Nasdaq Capital Market

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

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On September 9, 2020, DermTech, Inc., or the Company, filed a Certificate of Elimination of Series A Convertible Preferred Stock, a Certificate of Elimination of Series B-1 Convertible Preferred Stock and a Certificate of Elimination of Series B-2 Convertible Preferred Stock, which we refer to collectively as the Certificates of Elimination, with the Secretary of State of the State of Delaware, or the Secretary of State, to eliminate its Series A Convertible Preferred Stock, Series B-1 Convertible Preferred Stock and Series B-2 Convertible Preferred Stock, respectively. We refer to the Company's Series A Convertible Preferred Stock, Series B-1 Convertible Preferred Stock and Series B-2 Convertible Preferred Stock collectively as the Designated Preferred Stock.

As previously disclosed in the Company's Current Reports on Form 8-K filed with the Securities and Exchange Commission on May 27, 2020 and August 14, 2020, which disclosures are incorporated herein by reference, all of the once outstanding shares of the Designated Preferred Stock, or the Converted Shares, have been converted into Company common stock. Pursuant to the certificates of designation with respect to each series of Designated Preferred Stock, the Converted Shares resumed their status as authorized but unissued shares of undesignated preferred stock under the Company's certificate of incorporation as of their respective conversion dates.

The filing of the Certificates of Elimination was authorized by the Board of Directors of the Company in accordance with the General Corporation Law of the State of Delaware. The Certificates of Elimination became effective upon filing and had the effect of (i) eliminating from the certificate of incorporation of the Company all matters set forth in the certificates of designation with respect to each series of Designated Preferred Stock and (ii) eliminating and restoring to the status of authorized but unissued shares of undesignated preferred stock under the Company's certificate of incorporation all authorized but unissued shares of the Designated Preferred Stock. The foregoing description of the Certificates of Elimination is qualified in its entirety by reference to the full text of the Certificates of Elimination, copies of which are filed as Exhibit 3.1, 3.2 and 3.3 to this Current Report on Form 8-K and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Elimination of Series A Convertible Preferred Stock, dated September 9, 2020
3.2	Certificate of Elimination of Series B-1 Convertible Preferred Stock, dated September 9, 2020
3.3	Certificate of Elimination of Series B-2 Convertible Preferred Stock, dated September 9, 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.

DERMTECH, INC.

Date: September 10, 2020

By: /s/ Kevin Sun
Name: Kevin Sun
Title: Chief Financial Officer

**CERTIFICATE OF ELIMINATION
OF
SERIES A CONVERTIBLE PREFERRED STOCK
OF
DERMTECH, INC.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

DermTech, Inc., a Delaware corporation (the "**Corporation**"), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and authority granted in the Amended and Restated Certificate of Incorporation of the Corporation, as theretofore amended (the "**Certificate of Incorporation**"), the Board of Directors of the Corporation, by resolution duly adopted, authorized the issuance of a series of up to 1,250 shares of Series A Convertible Preferred Stock, par value \$0.0001 per share, of the Corporation (the "**Series A Convertible Preferred Stock**"), and established the voting powers, designations, preferences and relative, participating, optional or other rights, if any, or the qualifications, limitations or restrictions thereof, and, on August 29, 2019, filed a Certificate of Designation (the "**Certificate of Designation**") with respect to such Series A Convertible Preferred Stock in the office of the Secretary of State of the State of Delaware.

2. That no shares of the Series A Convertible Preferred Stock are outstanding and no shares thereof will be issued subject to the Certificate of Designation.

3. That the Board of Directors of the Corporation has adopted the following resolutions:

RESOLVED: That no shares of the Corporation's authorized Series A Convertible Preferred Stock, par value \$0.0001 per share (the "**Series A Convertible Preferred Stock**") are outstanding and that no shares of the Series A Convertible Preferred Stock will be issued subject to the Certificate of Designation previously filed on August 29, 2019 with respect to the Series A Convertible Preferred Stock.

RESOLVED: That the proper officers of the Corporation be and hereby are authorized and directed to file a certificate setting forth these resolutions with the Secretary of State of the State of Delaware pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware for the purpose of eliminating from the Corporation's certificate of incorporation all matters set forth in the Certificate of Designation with respect to the Series A Convertible Preferred Stock; and further that upon such filing all authorized shares of Series A Convertible Preferred Stock shall be eliminated and restored to the status of authorized but unissued shares of undesignated preferred stock under the Corporation's certificate of incorporation.

4. That, accordingly, all matters set forth in the Certificate of Designation with respect to the Series A Convertible Preferred Stock be, and hereby are, eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this Certificate of Elimination as of September 9, 2020.

DERMTECH, INC.

By: /s/ John Dobak

Name: John Dobak

Title: President

**CERTIFICATE OF ELIMINATION
OF
SERIES B-1 CONVERTIBLE PREFERRED STOCK
OF
DERMTECH, INC.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

DermTech, Inc., a Delaware corporation (the “**Corporation**”), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and authority granted in the Amended and Restated Certificate of Incorporation of the Corporation, as theretofore amended (the “**Certificate of Incorporation**”), the Board of Directors of the Corporation, by resolution duly adopted, authorized the issuance of a series of up to 3,200 shares of Series B-1 Convertible Preferred Stock, par value \$0.0001 per share, of the Corporation (the “**Series B-1 Convertible Preferred Stock**”), and established the voting powers, designations, preferences and relative, participating, optional or other rights, if any, or the qualifications, limitations or restrictions thereof, and, on March 2, 2020, filed a Certificate of Designation (the “**Certificate of Designation**”) with respect to such Series B-1 Convertible Preferred Stock in the office of the Secretary of State of the State of Delaware.

2. That no shares of the Series B-1 Convertible Preferred Stock are outstanding and no shares thereof will be issued subject to the Certificate of Designation.

3. That the Board of Directors of the Corporation has adopted the following resolutions:

RESOLVED: That no shares of the Corporation’s authorized Series B-1 Convertible Preferred Stock, par value \$0.0001 per share (the “**Series B-1 Convertible Preferred Stock**”) are outstanding and that no shares of the Series B-1 Convertible Preferred Stock will be issued subject to the Certificate of Designation previously filed on March 2, 2020 with respect to the Series B-1 Convertible Preferred Stock.

RESOLVED: That the proper officers of the Corporation be and hereby are authorized and directed to file a certificate setting forth these resolutions with the Secretary of State of the State of Delaware pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware for the purpose of eliminating from the Corporation’s certificate of incorporation all matters set forth in the Certificate of Designation with respect to the Series B-1 Convertible Preferred Stock; and further that upon such filing all authorized shares of Series B-1 Convertible Preferred Stock shall be eliminated and restored to the status of authorized but unissued shares of undesignated preferred stock under the Corporation’s certificate of incorporation.

4. That, accordingly, all matters set forth in the Certificate of Designation with respect to the Series B-1 Convertible Preferred Stock be, and hereby are, eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this Certificate of Elimination as of September 9, 2020.

DERMTECH, INC.

By: /s/ John Dobak

Name: John Dobak

Title: President

**CERTIFICATE OF ELIMINATION
OF
SERIES B-2 CONVERTIBLE PREFERRED STOCK
OF
DERMTECH, INC.**

Pursuant to Section 151(g) of the
General Corporation Law of the State of Delaware

DermTech, Inc., a Delaware corporation (the “**Corporation**”), in accordance with the provisions of Section 151(g) of the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. That, pursuant to Section 151 of the General Corporation Law of the State of Delaware and authority granted in the Amended and Restated Certificate of Incorporation of the Corporation, as theretofore amended (the “**Certificate of Incorporation**”), the Board of Directors of the Corporation, by resolution duly adopted, authorized the issuance of a series of up to 525 shares of Series B-2 Convertible Preferred Stock, par value \$0.0001 per share, of the Corporation (the “**Series B-2 Convertible Preferred Stock**”), and established the voting powers, designations, preferences and relative, participating, optional or other rights, if any, or the qualifications, limitations or restrictions thereof, and, on March 2, 2020, filed a Certificate of Designation (the “**Certificate of Designation**”) with respect to such Series B-2 Convertible Preferred Stock in the office of the Secretary of State of the State of Delaware.

2. That no shares of the Series B-2 Convertible Preferred Stock are outstanding and no shares thereof will be issued subject to the Certificate of Designation.

3. That the Board of Directors of the Corporation has adopted the following resolutions:

RESOLVED: That no shares of the Corporation’s authorized Series B-2 Convertible Preferred Stock, par value \$0.0001 per share (the “**Series B-2 Convertible Preferred Stock**”) are outstanding and that no shares of the Series B-2 Convertible Preferred Stock will be issued subject to the Certificate of Designation previously filed on March 2, 2020 with respect to the Series B-2 Convertible Preferred Stock.

RESOLVED: That the proper officers of the Corporation be and hereby are authorized and directed to file a certificate setting forth these resolutions with the Secretary of State of the State of Delaware pursuant to the provisions of Section 151(g) of the General Corporation Law of the State of Delaware for the purpose of eliminating from the Corporation’s certificate of incorporation all matters set forth in the Certificate of Designation with respect to the Series B-2 Convertible Preferred Stock; and further that upon such filing all authorized shares of Series B-2 Convertible Preferred Stock shall be eliminated and restored to the status of authorized but unissued shares of undesignated preferred stock under the Corporation’s certificate of incorporation.

4. That, accordingly, all matters set forth in the Certificate of Designation with respect to the Series B-2 Convertible Preferred Stock be, and hereby are, eliminated from the Certificate of Incorporation, as heretofore amended, of the Corporation.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned authorized officer of the Corporation has executed this Certificate of Elimination as of September 9, 2020.

DERMTECH, INC.

By: /s/ John Dobak

Name: John Dobak

Title: President