

**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): August 29, 2019

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) 291-7505

**Constellation Alpha Capital Corp.
Emerald View, Suite 400
2054 Vista Parkway
West Palm Beach, FL 33411**
(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))

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
Warrants to purchase Common Stock	DMTKW	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. ☐

INTRODUCTORY NOTE

On August 29, 2019, DermTech, Inc., formerly known as Constellation Alpha Capital Corp. (the “Company”), and DermTech Operations, Inc., formerly known as DermTech, Inc. (“DermTech Operations”), consummated the transactions contemplated by the Agreement and Plan of Merger, dated as of May 29, 2019, by and among the Company, DT Merger Sub, Inc. (“Merger Sub”) and DermTech Operations, as amended by that certain First Amendment to Agreement and Plan of Merger, dated as of August 1, 2019. Pursuant to the Merger Agreement, Merger Sub merged with and into DermTech Operations, with DermTech Operations surviving as a wholly owned subsidiary of the Company (the “Business Combination”). In connection with the completion of the Business Combination, the Company domesticated from the British Virgin Islands to Delaware, and changed its name from Constellation Alpha Capital Corp. to DermTech, Inc. Capitalized terms used but not defined in this Current Report on Form 8-K have the same meaning as set forth the Registration Statement on Form S-4 (File No. 333-232181), as amended (the “Registration Statement”), declared effective by the U.S. Securities and Exchange Commission (“SEC”) on August 7, 2019.

Item 1.02. Termination of a Material Definitive Agreement.

Immediately prior to the completion of the Business Combination, the stockholders of DermTech Operations terminated certain agreements between DermTech Operations and its stockholders related to DermTech Operations’ Series C Financing, including the Series C Preferred Stock Purchase Agreement, the Series C IRA, the Series C ROFR, and the Series C Voting Agreement, which, along with all amendments thereto, were all previously included as Exhibits 10.17 – 10.22 to the Registration Statement.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

As previously disclosed, on February 22, 2019, the Company received a letter from the staff of the Listing Qualifications Department of The Nasdaq Stock Market (“Nasdaq”) notifying the Company that it no longer complied with Nasdaq Listing Rule 5550(a)(3) for continued listing due to its failure to have a minimum of 300 round lot holders of its ordinary shares. The Company submitted to Nasdaq a plan to regain compliance and was granted an extension until August 22, 2019 to regain compliance with Nasdaq Listing Rule 5550(a)(3).

Also as previously disclosed, on August 22, 2019, the Company received a letter from Nasdaq notifying the Company that it did not satisfy the terms of the extension as the Company did not complete a business combination within the timeframe specified. Accordingly, Nasdaq initiated procedures to delist the Company’s securities from Nasdaq.

On September 3, 2019, the Company received a letter from Nasdaq notifying the Company that it has not complied with Nasdaq Rule IM-5101-2 because the Company has not demonstrated compliance with all of the requirements for initial listing on The Nasdaq Capital Market. Specifically, Nasdaq noted that the Company has not complied with (i) Nasdaq Listing Rule 5505(b)(1)(B), which requires the Company to have a market value of unrestricted publicly held shares of at least \$15 million, (ii) Nasdaq Listing Rule 5505(a)(3), which requires the Company to have a minimum of 300 round lot holders of its common stock, (iii) Nasdaq Listing Rule 5515(a)(4), which requires the Company to have a minimum of 400 round lot holders of its publicly traded warrants. Nasdaq also noted that, for initial listing of a warrant, Nasdaq Listing Rule 5515(a)(2) requires that the underlying security be listed on Nasdaq.

The Company has timely appealed Nasdaq’s determinations to a Nasdaq Hearing Panel (the “Hearing Panel”). As a result, the Company’s securities will remain listed pending the Hearing Panel’s decision. The letters the Company has received from Nasdaq do not impact the Company’s obligation to file periodic reports and other reports with the SEC under applicable federal securities laws. There can be no assurance that the Company’s appeal will be successful.

Item 4.01. Change to Registrant’s Certifying Accountant.

(a) On September 4, 2019, the Audit Committee (the “Audit Committee”) of the Board of Directors of the Company approved the dismissal of Marcum LLP (“Marcum”) as its independent registered public accounting firm, effective as of September 4, 2019. Marcum had served as the Company’s independent registered public accounting firm for the fiscal years ended March 31, 2019 and 2018 and the subsequent periods through September 4, 2019.

The audit reports of Marcum on the Company’s financial statements for the fiscal years ended March 31, 2019 and 2018 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles, except for an explanatory paragraph in each such report regarding substantial doubt about the Company’s ability to continue as a going concern. During the fiscal years ended March 31, 2019 and 2018, and the subsequent periods through September 4, 2019, the date of Marcum’s dismissal, there were no disagreements with Marcum on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreement, if not resolved to the satisfaction of Marcum, would have caused Marcum to make reference to the subject matter of the disagreements in connection with its reports. None of the reportable events described under Item 304(a)(1)(v) of Regulation S-K occurred within the Company’s two most recent fiscal years and the subsequent interim periods through September 4, 2019.

The Company delivered a copy of this Item 4.01 to Marcum on September 4, 2019 and requested a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the statements made in response to this Item and, if not, stating the respects in which it does not agree. Marcum responded with a letter dated September 5, 2019, a copy of which is annexed hereto as Exhibit 16.1 stating that Marcum agrees with the statements set forth above.

(b) On September 4, 2019, the Audit Committee authorized the appointment of KPMG LLP (“KPMG”) as the Company’s new independent registered public accounting firm for the fiscal year ending December 31, 2019, and

KPMG was appointed as the Company's independent registered public accounting firm. During the fiscal years ended December 31, 2018 and 2017, and the subsequent interim period through September 4, 2019, neither the Company, nor anyone on its behalf, consulted KPMG regarding either (i) the application of accounting principles to a specific transaction, either completed or proposed; or the type of audit opinion that might be rendered on our financial statements, and no written report or oral advice was provided to us that KPMG concluded was an important factor considered by us in reaching our decision as to an accounting, auditing, or financial reporting issue; or (ii) any matter that was either the subject of a disagreement (as defined in paragraph 304(a)(1)(iv) of Regulation S-K and the related instructions) or a reportable event (as described in paragraph 304(a)(1)(v) of Regulation S-K).

Item 8.01. Other Events.

On September 3, 2019, the Company issued the press release attached as Exhibit 99.1 to this Current Report on Form 8-K. The contents of the press release are hereby incorporated by reference.

Item 9.01. Exhibits.

(d) Exhibits.

The list of exhibits is set forth on the Exhibit Index of this Current Report on Form 8-K and is incorporated herein by reference.

EXHIBIT INDEX

Exhibit No.	Description	Filed Herewith	Form	Incorporated by Reference File No.	Date Filed
16.1	Letter from Marcum LLP, dated September 5, 2019	X			
99.1	Press Release, dated September 3, 2019	X			

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 5, 2019

By: /s/ John Dobak, M.D.

Name: John Dobak, M.D.

Title: Chief Executive Officer

September 5, 2019

Securities and Exchange Commission
100 F Street, N.E.
Washington, DC 20549

Commissioners:

We have read the statements made by DermTech, Inc. (formerly known as Constellation Alpha Capital Corp.) under Item 4.01 of its Form 8-K dated August 29, 2019, and filed on September 5, 2019. We agree with the statements concerning our Firm in such Form 8-K; we are not in a position to agree or disagree with other statements of DermTech, Inc. contained therein.

Very truly yours,

/s/ Marcum LLP

Marcum LLP

**DERMTECH ANNOUNCES SUCCESSFUL CLOSING OF BUSINESS COMBINATION WITH
CONSTELLATION ALPHA CAPITAL CORP.
Combined Company will trade on the Nasdaq Capital Market under “DMTK”**

LA JOLLA, Calif. and NEW YORK (Sept 3rd, 2019) - DermTech, Inc. (“DermTech”), a global leader in precision dermatology enabled by a non-invasive skin genomics platform, announced today that it has completed its previously announced business combination with Constellation Alpha Capital Corp. (“Constellation”), a publicly-traded special purpose acquisition company prior to the business combination. As a result of the business combination, the previous DermTech stockholders own a controlling interest in the combined company (the “Company”). Shortly following the completion of the business combination, the Company effected a one-for-two reverse stock split of its common stock. As of August 30, 2019, the Company’s common stock and certain of its warrants began trading on the Nasdaq Capital Market under the ticker symbols “DMTK” and “DMTKW,” respectively.

DermTech’s business combination with Constellation was funded through proceeds received from a private sale of Constellation stock at a split-adjusted price of \$6.50 per common share, and cash remaining in Constellation’s trust account after giving effect to stockholder redemptions. As a result of the business combination, the Company has access to approximately \$29 million of gross capital, exceeding the \$15 million closing cash requirement previously announced. Participating investors included experienced life sciences investors such as RTW Investments, HLM Venture Partners, Irwin and Gary Jacobs, the founding family of Qualcomm, Inc., and two institutional investors each with over \$10 billion in assets under management.

Immediately following the completion of the business combination, all of Constellation’s officers and directors resigned. DermTech’s senior management has been appointed to serve in their current roles at the Company, and all of the members of DermTech’s board have been appointed to the Company’s board. In particular, Dr. John Dobak, CEO of DermTech, will serve as CEO of the Company, and Matthew Posard, Chairman of DermTech’s board, will serve as Chairman of the Company’s board. In addition, Enrico Picozza of HLM Venture Partners has been appointed as a director of the Company’s board.

DermTech’s flagship product, the Pigmented Lesion Assay (PLA), enables non-invasive and early detection of melanoma using genomic analysis. Studies to date have shown that the PLA test enhances the early detection of melanoma with a higher diagnostic performance than biopsy, the pathology standard of care. These studies have also shown that the PLA test reduces unnecessary surgical procedures ten-fold and lowers the cost per melanoma diagnosed by six-fold. The Company estimates that more than 3.0 million surgical procedures are performed each year to assess pigmented lesions for melanoma. The PLA can be used in a significant majority of these assessments to non-invasively facilitate the early detection of melanoma.

DermTech’s PLA recently received a favorable draft Local Coverage Determination (LCD) from Medicare’s MolDX program administered by Palmetto, GBA. The Company expects this determination, along with product pricing, to be finalized by the end of 2019. DermTech recently hired Todd Wood, who led the dermatology and ophthalmology sales organizations at Allergan, PLC. Under Todd’s direction, DermTech has recently scaled its sales effort to 24 sales representatives in major U.S. urban territories and will continue to expand up to 50 territories over the next five quarters. Proceeds will also be used to develop additional pipeline products for basal and squamous cell skin cancer and to determine skin cancer risk.

John Dobak, M.D., CEO of DermTech, commented, “We are extremely pleased to complete this transaction and are grateful for the tremendous work of all parties on both sides to make this happen. We are excited to expand our effort to bring our novel product to patients and providers across the U.S., and to address a significant unmet need in medicine by improving the early detection of melanoma. We believe that approximately 3.5 million pigmented lesions are assessed for melanoma each year by surgical biopsy. Our platform has the potential to greatly enhance this assessment by helping to find melanoma at earlier stages without requiring surgical incisions. We look forward to scaling our commercial effort and using our platform to deliver additional transformative products to the practice of dermatology.”

Rajiv Sarman Shukla, Chairman and CEO of Constellation, commented, “We are excited to bring this opportunity to our shareholders for three reasons. One, the molecular diagnostics sector has meaningfully outperformed the traditional pathology sector over the last two years. Two, in addition to a deep pipeline of new technologies, DermTech

has developed PLA, a clinically proven test that is significantly superior to surgical biopsy in terms of patient comfort, specificity and sensitivity. Three, there is a significant near-term value creation opportunity linked with anticipated LCD and product pricing decisions as well as a significant long-term value creation opportunity linked with scale-up of its commercial footprint and sales led by a very experienced and competent Management team.”

Cowen and Company, LLC acted as financial and capital markets advisor. Greenberg Traurig, LLP served as legal advisor to Constellation for the business combination, and Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. acted as legal advisor to DermTech for the business combination.

About DermTech:

DermTech is a leader in the new category of medicine, precision dermatology. DermTech’s mission is to transform the practice of dermatology through more accurate diagnosis and treatment, and the elimination of unnecessary surgery, leading to improved patient care and lower costs. DermTech provides genomic analysis of skin samples collected non-invasively using an adhesive patch rather than a scalpel. DermTech markets and develops products that facilitate the early detection of skin cancers, assess inflammatory diseases, and customize drug treatments. For additional information on DermTech, please visit DermTech’s investor relations site at: www.DermTech.com

About Constellation:

Constellation is a special purpose acquisition company formed by Mr. Rajiv Sarman Shukla to target acquisitions of healthcare companies. Constellation raised \$143.75 million in its initial public offering in June 2017. For additional information on Constellation, please visit the Company’s investor relations site at: www.ConstellationAlpha.com

Forward-Looking Statements:

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. The expectations, estimates, and projections of the businesses of Constellation and DermTech may differ from their actual results and consequently, you should not rely on these forward-looking statements as predictions of future events. Words such as “expect,” “estimate,” “project,” “budget,” “forecast,” “anticipate,” “intend,” “plan,” “may,” “will,” “could,” “should,” “believes,” “predicts,” “potential,” “continue,” and similar expressions are intended to identify such forward-looking statements. These forward-looking statements include, without limitation, expectations with respect to future performance, the timing of product pricing and the timing and issuance of a Medicare Local Coverage Determination. These forward-looking statements involve significant risks and uncertainties that could cause the actual results to differ materially from the expected results. Most of these factors are outside of the control of Constellation and DermTech and are difficult to predict. Factors that may cause such differences include, but are not limited to: (1) the outcome of any legal proceedings that may be instituted against the parties; (2) the inability to maintain the listing of the Company’s securities on Nasdaq ; (3) the risk that the business combination disrupts current plans and operations as a result of the completion of the business combination; (4) the ability to recognize the anticipated benefits of the business combination, which may be affected by, among other things, competition, the ability of the Company to grow and manage growth profitably and retain its key employees; (5) costs related to or resulting from the business combination; (6) changes in applicable laws or regulations; (7) the demand for the Company’s services together with the possibility that the Company may be adversely affected by other economic, business, and/or competitive factors; and (8) other risks and uncertainties included in (x) the “Risk Factors” sections of the most recent Annual Report on Form 10-K filed with the SEC by Constellation and the Registration Statement on Form S-4 filed with the SEC by Constellation and (y) other documents filed or to be filed with the SEC by Constellation or DermTech. Constellation and DermTech caution that the foregoing list of factors is not exclusive. You should not place undue reliance upon any forward-looking statements, which speak only as of the date made. Constellation and DermTech do not undertake or accept any obligation or undertaking to release publicly any updates or revisions to any forward-looking statements to reflect any change in their expectations or any change in events, conditions, or circumstances on which any such statement is based.

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