

REPOS THERAPEUTICS INC.
Form 8-K
December 21, 2009

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report Filed Pursuant to Section 13 or 15(d) of
The Securities Exchange Act of 1934

Date of Report
(Date of earliest event reported): December 15, 2009

Repos Therapeutics Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|---------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation or organization) | 001-15281 (Commission File Number) | 76-0233274 (I.R.S. Employer Identification No.) |
|---|---------------------------------------|---|

2408 Timberloch Place, Suite B-7
The Woodlands, Texas 77380
(Address of principal
executive offices
and zip code)
(281) 719-3400
(Registrant's telephone
number, including area code)

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))

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

On December 15, 2009, Repros Therapeutics Inc. (the “Company”) received notice from NASDAQ that it has not regained compliance with NASDAQ Listing Rule 5450(b)(2)(C). The Company appealed the deficiency associated with such Listing Rule and is awaiting the decision from NASDAQ Listing Qualifications Panel.

On December 15, 2009, the Company received another notice from NASDAQ advising that the Company has not maintained a minimum bid price of \$1.00 per share as required for continued listing on the NASDAQ Global Market by NASDAQ Listing Rule 5450(a)(1). The Company has been provided until June 14, 2010 to regain compliance with such Listing Rule. If compliance is not demonstrated by the Company by such date, the Company’s securities will be subject to delisting from the NASDAQ Global Market.

A copy of the Company’s press release announcing receipt of such notices from NASDAQ is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

| Number | Description |
|--------|---------------------------------------|
| 99.1 | Press Release dated December 21, 2009 |

SIGNATURES

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

Repros Therapeutics Inc.

Date: December 21, 2009

By: /s/ Joseph S. Podolski
Joseph S. Podolski
President and Chief Executive Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|---------------------------------------|
| 99.1 | Press Release dated December 21, 2009 |
