

22nd Century Group, Inc.  
Form 8-K  
July 24, 2013

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): July 23, 2013**

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**22nd Century Group, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Nevada**

(State or Other Jurisdiction of Incorporation)

**000-54111**

(Commission File Number)

**98-0468420**

(I.R.S. Employer  
Identification No.)

**9530 Main Street**

**Clarence, New York**

(Address of Principal Executive Office)

**14031**

(Zip Code)

Registrant's telephone number, including area code: **(716) 270-1523**

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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))

**Item 3.02 Unregistered Sales of Equity Securities.**

The information set forth under Item 8.01 is incorporated herein by reference to the extent required.

**Item 3.03 Material Modification to Rights of Security Holders.**

The information set forth under Item 8.01 is incorporated herein by reference to the extent required.

**Item 7.01 Regulation FD Disclosure.**

On July 24, 2013, 22nd Century Group, Inc. (the “Company”) issued a press release regarding the conversion of all of the outstanding Series B Warrants into shares of common stock. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

**Item 8.01 Other Events.**

On July 23, 2013, Sabby Healthcare Volatility Master Fund, Ltd. and Sabby Volatility Warrant Master Fund Ltd. converted all of the remaining outstanding Series B Warrants into shares of the Company’s common stock at a conversion price of \$0.60 per share. The Series B Warrants were converted into an aggregate of 2,083,334 shares of the Company’s common stock and resulted in gross proceeds to the Company of \$1.25 million.

Following the conversion of the Series B Warrants into common stock, no Series B Warrants remain outstanding.

**Item 9.01 Financial Statements and Exhibits.**

Exhibit 99.1 Press Release dated July 24, 2013

**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.

**22nd Century Group, Inc.**

/s/ Joseph Pandolfino

Date: July 24, 2013 Joseph Pandolfino  
Chief Executive Officer