
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K/A

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

March 31, 2014
Date of Report (date of earliest event reported)

TransEnterix, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
**(State or other jurisdiction of
incorporation or organization)**

0-19437
**(Commission
File Number)**

11-2962080
**(I.R.S. Employer
Identification Number)**

635 Davis Drive, Suite 300
Morrisville, North Carolina
(Address of principal executive offices)

919-765-8400
(Registrant's telephone number, including area code)

Not Applicable
(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))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The purpose of this Form 8-K/A is to file the specimen Certificate for the common stock of TransEnterix, Inc. (the "Company") to reflect the new CUSIP Number.

The Company filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation, as amended, on March 31, 2014 (the "Amendment"). The Amendment was filed to amend the Amended and Restated Certificate of Incorporation to reflect a reverse stock split of the Company's common stock, par value \$0.001 per share that had been approved by a majority of its stockholders and designated and approved by the Board of Directors. Pursuant to the reverse stock split, at the effective time each five (5) shares of common stock issued and outstanding were combined into one (1) validly issued, fully paid and nonassessable share of common stock. The Amendment provides that no fractional shares will be issued; the Company shall pay in cash the fair value of such fractional shares.

The Amendment was filed as Exhibit 3.1 to the Form 8-K filed on April 1, 2014 (Items 5.03 and 9.01) and is incorporated herein by reference. The Specimen Common Stock Certificate is filed as Exhibit 4.1 to this Form 8-K/A.

The Company's common stock is listed for trading on the OTC Bulletin Board. Concurrently with the effectiveness of the reverse stock split, a "D" was appended to the Company's trading symbol, TRXC, which will be removed twenty business days after the effective date of the reverse stock split, or earlier if the Company's common stock is listed on the NYSE MKT.

Item 9.01 Financial Statements and Exhibits.

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 3.1 | Certificate of Amendment to the Amended and Restated Certificate of Incorporation of TransEnterix, Inc., filed with the Secretary of the State of Delaware on, March 31, 2014 (incorporated by reference to the Company's Current Report on Form 8-K filed April 1, 2014). |
| 4.1 | Specimen certificate of Common Stock of the Company. |

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, thereunto duly authorized.

Date: April 4, 2014

TRANSENERIX, INC.

/s/ Joseph P. Slattery

Joseph P. Slattery

Executive Vice President and Chief Financial Officer

07864 13206



TransEnterix™



TransEnterix, Inc.

INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE
COMMON STOCK

SEE REVERSE FOR CERTAIN DEFINITIONS
CUSIP 87666N 10 1

THIS IS TO CERTIFY that

CUSIP 87666N 20 1



is the owner of

FULLY PAID AND NON-ASSESSABLE SHARES OF THE COMMON STOCK OF THE PAR VALUE \$0.001 EACH OF

TransEnterix, Inc. (hereinafter called the "Corporation"), transferable on the books of the Corporation by the holder hereof in person or by duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned and registered by the Transfer Agent and Registrar.

WITNESS the facsimile signatures of the duly authorized officers of the Corporation.

Dated:

Joshua B. W. [Signature]

Corporate Secretary

Judd M. [Signature]

President and Chief Executive Officer

Continued and Registered
CONTINENTAL STOCK TRANSFER & TRUST COMPANY
New York, N.Y.

Authorized Officer

Transfer Agent
and Registrar

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM - as tenants in common
TEN ENT - as tenants by the entireties
JT TEN - as joint tenants with right of survivorship and not as tenants in common

UNIF GIFT MIN ACT - _____ Custodian _____
(Cust) (Minor)
under Uniform Gifts to Minors
Act _____
(State)

Additional abbreviations may also be used though not in the above list.

For Value Received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

[Empty box for Social Security or other identifying number]

(PLEASE TYPEWRITE NAME AND ADDRESS)

I, _____
of the Stock represented by the within certificate, do hereby
irrevocably constitute and appoint

_____ attorney
to transfer the same on the books of the within named Corporation,
with full power of substitution in the premises.

Dated _____

Holder: The Signature(s) must correspond with the name as it appears on the face of the Certificate or on the back thereof without abbreviation or other alteration.

Signature(s) Guaranteed:

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM), PURSUANT TO S.E.C. RULE 17Ad-15.