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

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**FORM 8-K**

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

September 21, 2015  
Date of Report (date of earliest event reported)

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

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**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)

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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 (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 7.01 Regulation FD Disclosure.**

On September 22, 2015, TransEnterix, Inc. (the “Company”) will hold an investor call to discuss its acquisition from SOFAR S.p.A. of all of the assets, employees and contracts related to the advanced robotic system for minimally invasive laparoscopic surgery known as TELELAP ALF-X. The acquisition closed on September 21, 2015. The Company’s presentation is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Presentation of TransEnterix, Inc. for investor call September 22, 2015

**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.

**TRANSENERIX, INC.**

Date: September 21, 2015

/s/ Joseph P. Slattery

Joseph P. Slattery

Executive Vice President and Chief Financial Officer



# A Compelling Acquisition to Accelerate our Strategy to Transform Robotic Surgery

*Sept 22, 2015*

***SurgiBot***<sup>™</sup>



*advancing surgery through innovation*<sup>®</sup>

# Speakers on Today's Call



**Todd M. Pope**  
*President & CEO*



**Joe Slattery**  
*EVP & CFO*

# Forward Looking Statements

*This presentation includes statements relating to TransEnterix's acquisition of the TELELAP ALF-X surgical robotic system from SOFAR S.p.A. and our current regulatory and commercialization plans for these products. These statements and other statements regarding our future plans and goals constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934, and are intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. Such statements are subject to risks and uncertainties that are often difficult to predict, are beyond our control, and which may cause results to differ materially from expectations. Factors that could cause our results to differ materially from those described include, but are not limited to, whether the acquisition of the ALF-X surgical robotics system will be successful, whether SurgiBot System's 510(k) application(s) submitted on June 1, 2015 will be cleared by the U.S. FDA, the pace of adoption of our products by surgeons, the success and market opportunity of our products, the effect on our business of existing and new regulatory requirements and other economic and competitive factors. For a discussion of the most significant risks and uncertainties associated with TransEnterix's business, please review our filings with the Securities and Exchange Commission (SEC), including our Quarterly Report on Form 10-Q filed on August 6, 2015 and other filings we make with the SEC. You are cautioned not to place undue reliance on these forward looking statements, which are based on our expectations as of the date of this presentation and speak only as of the origination date of the presentation. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.*



# TransEnterix Vision

Our vision is to improve clinical outcomes and patient care through the use of robotics in surgery. We seek to enhance and support surgeon capabilities while reducing the barriers to adoption with responsible economics and leveraging existing laparoscopic skills.

# Creation of a Disruptive Surgical Robotics Company

**Combination of SurgiBot and ALF-X allows TransEnterix to address a larger market opportunity with compelling patient, surgeon and hospital value**

Unique and complementary surgical robotics portfolio

- Technologically innovative
- Economically disruptive

Entering established multi-port robotics market

- Compelling product offering

Immediate access to international markets


- Current CE Mark
- Broad indications

*The ALF-X has been granted CE Mark. Neither SurgiBot nor ALF-X has been cleared by the FDA for sale in the U.S.*





# Transaction Overview

- Acquiring surgical robotics division of SOFAR, an Italian health care company
  - Total consideration of \$99.8 million
  - Transaction closed Sept 21, 2015
  - Integration expected to be completed within six months
- 
- \$68.7 million upfront payment
    - \$25.0 million cash
    - \$43.7 million in stock (15.5 million shares)
  - \$31.1 million in deferred and milestone payments

# Transaction Background

SOFAR developed ALF-X, a unique multi-port surgical robotics platform

Gained regulatory clearance in EU and generated compelling data

SOFAR sought a partner with:

Focus on surgical  
robotics

Ability to share in the  
success

Shared vision

# Shared Vision for Growth Dynamics

Future growth of surgical robotics will be defined by disruptive innovation, both from a technological and economic perspective

Growth Drivers:

- Build on success of laparoscopy while addressing limitations
- Innovative technology that addresses trade-offs
- Compelling economic value to hospitals

*Both SurgiBot & ALF-X are designed to meet these needs*

**SurgiBot**

**ALF-X**

**TransEnterix**

# Build on the Success of Laparoscopy

- Traditional laparoscopy remains the dominant form of minimally invasive surgery
- Over 6 million laparoscopic procedures across US and CE Mark countries\*
- Surgeons are experienced with approach, technique and instrument motion



\*Data source: Millennium Research Group – Laparoscopic Devices 2014 Report.

# Technology that Addresses Trade-offs

## *Limitations of traditional laparoscopy*

- Reliance on assistant to control camera
- Challenging ergonomics
- Imprecise instrument movement
- Difficulty suturing
- Torque at incision sites



# Technology that Addresses Trade-offs

## *Limitations of current robotic systems*

- No haptic feedback
- Disengagement with surgical field
- Increasing size of typical trocar incision
- Limits ability to reposition patient by docking to trocars
- Camera movement requires use of surgeon hands

# Compelling Economic Value to Hospitals

## *Limitations of current robotic systems*

- Hospitals are concerned about capital and procedure costs for robotics
- Lack of additional reimbursement
- Concern over adding procedure costs with robotics
  - Laparoscopy: majority of instruments reusable
  - Robotics: majority of instruments disposable or limited use



# ALF-X System: Builds on Success of Laparoscopy

- Multi-port system
- Laparoscopic motion
- Utilizes standard laparoscopic trocars
- 5mm instruments
- Force sensing for minimal torque





# ALF-X System: Technology Addresses Trade-offs

- Haptic feedback
- Open architecture
  - Open view of operating room
  - Open source ports allow both robotic and traditional lap instruments
- Standard size trocar incisions
- Ease of patient repositioning
  - No docking to trocar
- Enhanced vision
  - 3DHD controlled via eye tracking



# ALF-X System: Compelling Economic Value

- Disruptive robotic per-procedure pricing model
  - Reusable instruments
  - Minimal disposables per case
- Broad instrument offering
  - 22 instruments
  - Select wristed instruments
- Access to robotics with operational costs similar to many traditional laparoscopic procedures



# Accelerates our Commercialization Timeline

*Existing CE Mark allows for near-term commercialization of ALF-X*

## SALES STRATEGY

- Mix of direct sales and distributors
- Build out of team will begin immediately

## TIMING

- Sales beginning in Q1 2016

## GEOGRAPHIC TARGETS

- EU and Middle East
- US market entry following 510(k) clearance
- Japan/China distribution following regulatory approval



*Current CE Mark provides immediate access to over 30 countries*

# Complimentary Portfolio



*SurgiBot™*

System	Multi-port	Single-port
Initial Geographic Focus	Europe and Middle East	United States
Regulatory Status	CE Mark	FDA 510k Under Review
Key Technological Innovations	Haptic Feedback Open Console Laparoscopic Motion Eye Tracking 3D Camera Control	Tactile Feedback Patient-side Console Laparoscopic Motion Surgeon-controlled 3D Camera
Key Economic Drivers	Compelling Per-Procedure Costs	Compelling Capital Costs
Indications	General Surgery, Gynecology, Urology, Thoracic	FDA 510k Under Review

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# SurgiBot Update

## *SurgiBot*<sup>™</sup>

### REGULATORY

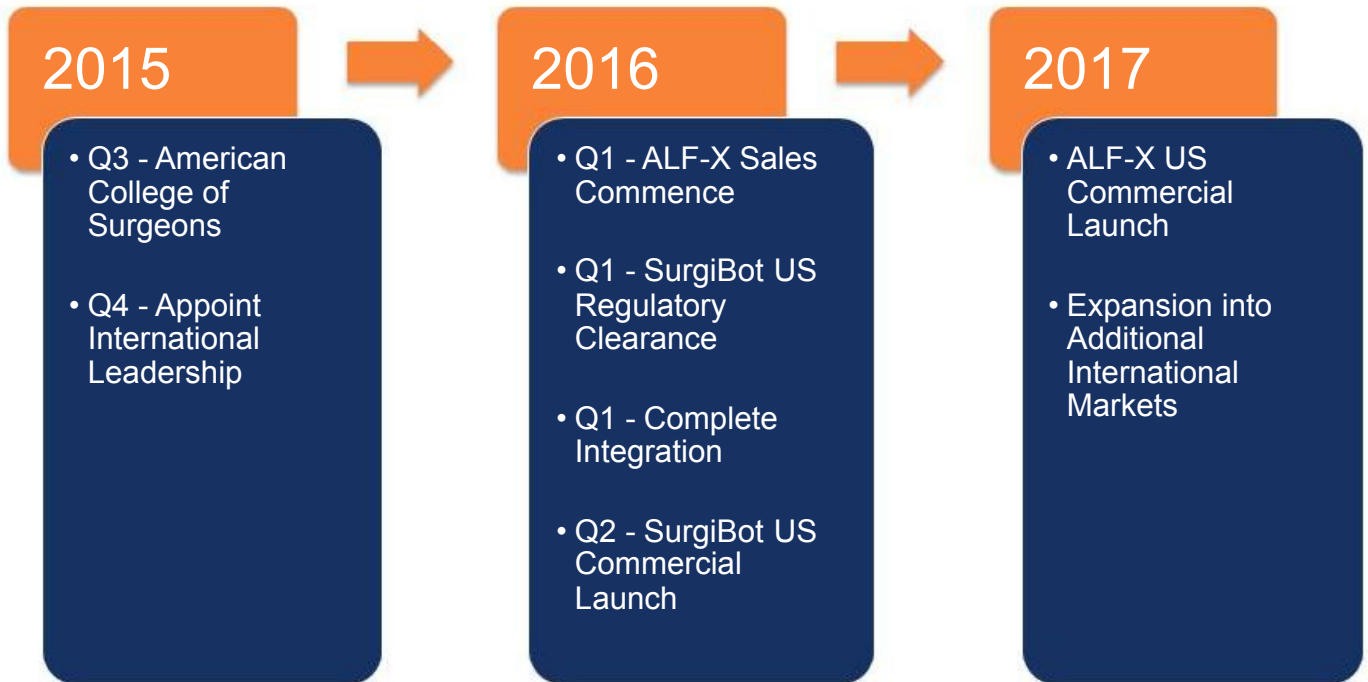
- Additional information request received from FDA
- Timing guidance maintained
  - Clearance expected – Q1 2016

### COMMERCIAL

- Appointed Paul Ziegler VP of Sales
- Actively building sales and service teams

*Remain on track for expected Q2 2016 launch*

# Milestones



# Detailed Transaction Structure

*Total Consideration: \$99.8M*

## COMPONENTS:

\$43.7M in stock

- 15.5M shares, 15.5% ownership
- Lock-up released between first and second anniversary
- Registration rights

\$25.0M cash up front

\$2.8M (€2.5M) payable Dec 31, 2016

\$11.3M (€10.0M) payable earlier of ALF-X FDA clearance or Dec 31, 2016

\$17.0M (€15.0M) payable upon achievement of €25M in quarterly ALF-X revenue

*Based on closing stock price and €/€ exchange rate as of Sep 18, 2015*



# Compelling Financial Rationale

- Expands addressable market
  - Geographies
  - Customers
  - Procedures
- Accelerates and significantly increases revenue opportunity
- Shortens time to cash flow break even
  - Expected late 2018
  - Reduced overall cash needs
- Leverages already-planned distribution and support investment



# Summary



Creates disruptive surgical robotics company

Significantly expands market opportunity

- *Access to global markets*

SurgiBot and ALF-X both address our vision for growth

- *Mimic laparoscopic motions*
- *Address limitations of laparoscopy and current robotic platforms*
- *Disruptive economic value proposition*

Accelerates and significantly increases revenue opportunity

# TransEnterix Vision

Our vision is to improve clinical outcomes and patient care through the use of robotics in surgery. We seek to enhance and support surgeon capabilities while reducing the barriers to adoption with responsible economics and leveraging existing laparoscopic skills.

# Q&A