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): January 11, 2012

MELA Sciences, Inc.

(Exact name of registrant as specified in its charter)

Delaware	**000-51481**	**13-3986004**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

50 South Buckhout Street, Suite 1 **Irvington, New York**	**10533**
(Address of principal executive offices)	**(Zip Code)**

Registrant's telephone number, including area code (914) 591-3783

(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 Instructions 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 1.01 — Entry into a Material Definitive Agreement

On January 11, 2012, MELA Sciences, Inc. (the "Company") issued a press release announcing that it has entered into a master production agreement (the "Production Agreement") with Askion GmbH, a German company ("Askion"). Under the terms of the Production Agreement, Askion will manufacture and test certain components of the Company's MelaFind® system, including the hand-held imaging device. Askion will also assemble and test the integrated finished MelaFind® system, including the cart, for units to be sold within the European Union. In addition, Askion will perform certain other services for the Company, such as warehousing, labeling, shipping, service and repair. The Company will provide Askion with purchase orders setting forth, among other things, the component and amount to be produced or the service to be rendered along with the purchase price to be paid. The Production Agreement has an initial term of three years, unless earlier terminated by either party in accordance with its terms, and shall renew for successive three year periods, unless one party notifies the other of its intention not to renew the Production Agreement. The Production Agreement replaces in its entirety the production agreement between the Company and Askion dated as of January 25, 2006. A copy of the press release is attached as Exhibit 99.1 to this current report.

Item 9.01 — Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
99.1	MELA Sciences, Inc. Press Release dated January 11, 2012

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.

MELA Sciences, Inc.

Date: January 11, 2012

By: /s/ Richard I. Steinhart
Richard I. Steinhart,
Chief Financial Officer

Exhibit 99.1

MELA Sciences Expands Manufacturing Contract

IRVINGTON, NY, January 11, 2012 — MELA Sciences, Inc. (NASDAQ: MELA) today announced that it has entered into an expanded three-year manufacturing agreement with its long-term supplier, Askion GmbH, for the production of the MelaFind handheld device.

MelaFind is the Company's breakthrough non-invasive and objective automated point of care system for use when a dermatologist chooses to obtain additional information for a decision to biopsy clinically atypical pigmented skin lesions with one or more clinical or historical characteristics of melanoma.

"We have enjoyed a fruitful collaboration with Askion since 2005. Askion has built systems to support the initial launch of MelaFind and is currently building inventory for the early commercialization effort. This agreement provides for a secure supply of MelaFind handheld devices for the next three years," said Joseph V. Gulfo, MD, President and CEO of MELA Sciences, Inc.

The Company is preparing for commercial launch in the U.S. and the European Union, initially in Germany, which remains on track for the first quarter of 2012.

About MELA Sciences, Inc.

MELA Sciences is a medical device company focused on the design, development and commercialization of non-invasive tools to provide additional information to dermatologists during melanoma skin examinations. The Company's flagship product, MelaFind(R), is intended to be used when a trained dermatologist chooses to obtain additional information to help decide whether to biopsy certain indeterminate pigmented skin lesions. MelaFind has received approval from the U.S. Food and Drug Administration and is approved for use in the U.S. In addition, MelaFind has received the CE Mark and is approved for use in the European Union.

For more information on MELA Sciences, visit www.melasciences.com.

Safe Harbor

This press release includes "forward-looking statements" within the meaning of the Securities Litigation Reform Act of 1995. These statements include but are not limited to our plans, objectives, expectations and intentions and other statements that contain words such as "expects," "contemplates," "anticipates,"

“plans,” “intends,” “believes,” “assumes,” “predicts” and variations of such words or similar expressions that predict or indicate future events or trends, or that do not relate to historical matters. These statements are based on our current beliefs or expectations and are inherently subject to significant known and unknown uncertainties and changes in circumstances, many of which are beyond our control. There can be no assurance that our beliefs or expectations will be achieved. Actual results may differ materially from our beliefs or expectations due to financial, economic, business, competitive, market, regulatory and political factors or conditions affecting the company and the medical device industry in general, as well as more specific risks and uncertainties facing the company such as those set forth in its reports on Forms 10-Q and 10-K filed with the U.S. Securities and Exchange Commission (the “SEC”). Factors that might cause such a difference include whether Melafind(R) achieves market acceptance or becomes commercially viable. Given the uncertainties affecting companies in the medical device industry such as the Company, any or all of these forward-looking statements may prove to be incorrect. Therefore, you should not rely on any such factors or forward-looking statements. The Company urges you to carefully review and consider the disclosures found in its filings with the SEC which are available at www.sec.gov and www.melasciences.com.

For further information contact:

For Investors
Lynn Pieper
Westwicke Partners, Ltd.
415-202-5678

For Media
Melissa Hurley
Ricochet Public Relations
212-679-3300 x128