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

**Date of Report (Date of earliest event reported): August 7, 2013**

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**MELA Sciences, Inc.**  
(Exact name of registrant as specified in its charter)

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

**000-51481**  
(Commission  
File Number)

**13-3986004**  
(IRS Employer  
Identification No.)

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

**10533**  
(Zip Code)

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

(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 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))
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**Item 2.02 — Results of Operations and Financial Condition**

On August 7, 2013, MELA Sciences, Inc. (the “Company”) issued a press release announcing its financial results for the second quarter ended June 30, 2013, and that it will hold a conference call to discuss such results. The press release is attached hereto as Exhibit 99.1.

This information shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 8.01 — Other Events**

On August 7, 2013, the Company issued a press release also announcing a restructuring of its operations. The press release is attached hereto as Exhibit 99.1.

**Item 9.01 — Financial Statements and Exhibits**

(d) Exhibits

99.1 Press Release, dated August 7, 2013

**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: August 7, 2013

By: /s/ Richard I. Steinhart  
Richard I. Steinhart  
Sr. VP & Chief Financial Officer



**MELA Sciences, a Leader in the Fight Against Melanoma, Announces Second Quarter 2013 Financial Results;  
Announces Restructuring**

IRVINGTON, NY, August 7, 2013 — MELA Sciences, Inc. (NASDAQ: MELA), the medical device company that has developed and is commercializing MelaFind<sup>®</sup>, the first and only FDA approved optical diagnostic device for melanoma detection used by dermatologists in their fight against melanoma, today announced financial results for the second quarter ended June 30, 2013. The company also announced a restructuring of operations.

**Second Quarter 2013 and Recent Performance Highlights:**

- Achieved revenue of \$144,400 for second quarter 2013.
  - Ended the second quarter with an installed base of 145 MelaFind systems and continue to work with dermatology customers to successfully incorporate MelaFind into their practices;
  - Ended the second quarter with signed user agreements for 168 MelaFind systems in the US and Germany, of which 23 were pending installation.
- Successful summer dermatology meetings:
  - 8th World Congress of Melanoma meeting in Hamburg, Germany
    - MELA Sciences held a symposium with over 100 attendees, many of whom are considered leaders within dermatology.
  - Summer American Academy of Dermatology (AAD) meeting in New York
    - Hosted several meetings with leading experts in dermatology to formalize our Key Opinion Leader (KOL) and User Advisory Boards

MELA Sciences is effecting a restructuring of its operations to focus on improving commercial execution and to position the company to support sustainable revenue growth and eventual profitability. Through the restructuring, management is establishing a cost structure that is more commensurate with the current and projected level of revenues, and will reallocate resources within commercial sales and marketing initiatives intended to improve business processes and support accelerated revenue growth. The restructuring is expected to reduce headcount by approximately 25% percent.

As a result of the restructuring, MELA Sciences expects to take a non-recurring charge of approximately \$100,000 in the third quarter of 2013. The company expects payroll and related cost savings of approximately \$2.7 million per year compared to fiscal 2012, with initial impact benefitting third quarter 2013 results. Additional operating savings will also be realized starting immediately.

“While we are not pleased with the commercial traction that MelaFind has gained to date, we have embarked on the restructuring announced today along with several strategic initiatives to build a successful and profitable business. Based on continued strong clinician feedback, the significant market opportunity and meaningful advantages MelaFind offers to the dermatologist, along with cost-improving activities that are underway, we are more enthusiastic about our long term prospects than ever before,” said Robert Coradini, Interim Chief Executive Officer of MELA Sciences. “We are developing a strategic plan to increase utilization and drive adoption. The bottom line is that the technology is robust and the cost improvements are clear. We are striving to achieve commercial success of MelaFind, drive meaningful revenue acceleration and manage expenses thoughtfully and with discipline, all with an eye toward eventual profitability.”

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.

### **Second Quarter 2013 Financial Results**

Revenues for the three months ended June 30, 2013 were \$144,400 compared to \$75,760 reported for the same period in 2012. Deferred revenues reported as of June 30, 2013 were \$434,030 versus deferred revenues of \$87,980 reported as of June 30, 2012. Revenues for the second quarter 2013 were based on 145 installed MelaFind systems, 19 of which were placed in the second quarter. Reported revenues do not account for 23 additional user agreements that were signed in the quarter that are pending installation and training of staff. Deferred revenues reflect the timed recognition of the installation fee revenue over the term of the user agreement, which is generally two years.

The Company’s net loss for the three months ended June 30, 2013 was \$7.4 million, or \$0.17 per diluted share, compared to a net loss of \$5.5 million, or \$0.18 per diluted share, for the same period in 2012. The increase in the net loss was primarily attributable to Selling, General and Administrative expenses related to the expansion of the Company’s sales force and the Company’s incremental marketing costs as well as the increase in direct costs associated with the placement of MelaFind systems in dermatologists’ offices.

As of June 30, 2013, the Company’s cash and cash equivalents were \$15.2 million.

### **Year to Date 2013 Financial Results**

Revenues for the six months ended June 30, 2013 were \$288,500 compared to \$87,000 reported for the same period in 2012. The Company’s net loss for the six months ended June 30, 2013 was \$13.9 million, or \$0.34 per diluted share, compared to a net loss of \$11.2 million, or \$0.37 per diluted share, for the same period in 2012. The increase in the net loss was primarily attributable to Selling, General and Administrative expenses related to the expansion of the Company’s sales force and the Company’s incremental marketing costs as well as the increase in direct costs associated with the placement of MelaFind systems in dermatologists’ offices.

## **Conference Call**

MELA Sciences will host a conference call today at 4:30 PM EST to discuss second quarter 2013 quarterly results. To participate in the call, dial 1-877-303-9205 approximately 10 minutes before the conference call is scheduled to begin. To listen via live webcast, please go to the investor relations section of the MELA Sciences website at <http://www.melasciences.com> approximately 10 minutes prior to the teleconference start time. If you are unable to participate during the live conference call and webcast, the conference call audio cast will be archived and available for replay for approximately 90 days.

## **About MELA Sciences, Inc.**

MELA Sciences is a medical device company focused on the commercialization of its flagship product, MelaFind®, and its further design and development. MelaFind is a non-invasive tool to provide additional information to dermatologists during melanoma skin examinations. The device uses light from visible to near-infrared wavelengths to evaluate skin lesions up to 2.5 mm beneath the skin. The device provides information on a lesion's level of morphologic disorganization to provide additional objective information that may be used by dermatologists in the biopsy decision-making process. MelaFind has been approved by the US Food and Drug Administration for use in the US. In addition, MelaFind has received CE Mark approval and is approved for use in the European Union.

For more information on MELA Sciences, visit [www.melasciences.com](http://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 US Securities and Exchange Commission (the “SEC”). Factors that might cause such a difference include whether MelaFind® achieves market acceptance. 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](http://www.sec.gov) and [www.melasciences.com](http://www.melasciences.com).

For further information contact:

## **For Investors**

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## **For Media**

Diana Garcia Redruello  
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**MELA SCIENCES, INC.**  
**CONDENSED BALANCE SHEETS**

	<u>June 30,</u> <u>2013</u>	<u>December 31,</u> <u>2012</u>
	<u>(unaudited)</u>	<u>*</u>
<b>ASSETS</b>		
<b>Current Assets:</b>		
Cash and cash equivalents	\$ 15,152,498	\$ 7,861,524
Accounts receivable, net	208,259	179,956
Inventory, net	276,502	675,602
Prepaid expenses and other current assets	<u>747,420</u>	<u>965,624</u>
<b>Total Current Assets</b>	<b>16,384,679</b>	<b>9,682,706</b>
Property and equipment, net	10,011,761	7,349,531
Patents and trademarks, net	44,333	47,308
Deferred financing costs	71,364	106,141
Other assets	<u>87,627</u>	<u>84,127</u>
<b>Total Assets</b>	<b><u>\$ 26,599,764</u></b>	<b><u>\$ 17,269,813</u></b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<b>Current Liabilities:</b>		
Accounts payable	\$ 1,809,242	\$ 1,850,102
Accrued expenses	1,222,359	956,541
Loan payable	353,283	—
Deferred placement revenue	290,740	171,726
Other current liabilities	<u>53,792</u>	<u>40,811</u>
<b>Total Current Liabilities</b>	<b><u>3,729,416</u></b>	<b><u>3,019,180</u></b>
<b>Long Term Liabilities:</b>		
Deferred placement revenue	143,290	131,651
Loan payable	5,008,846	—
Long-term interest payable	51,922	—
Deferred rent	<u>131,946</u>	<u>143,772</u>
<b>Total Long Term Liabilities</b>	<b><u>5,336,004</u></b>	<b><u>275,423</u></b>
<b>Total Liabilities</b>	<b><u>9,065,420</u></b>	<b><u>3,294,603</u></b>
<b>Stockholders' Equity</b>		
Preferred stock — \$.10 par value; authorized 10,000,000 shares; issued and outstanding: none		
Common stock — \$.001 par value; authorized 95,000,000 shares; issued and outstanding 43,112,144 shares at June 30, 2013 and 32,204,720 at December 31, 2012	43,112	32,205
Additional paid-in capital	173,624,471	156,142,873
Accumulated deficit	<u>(156,133,239)</u>	<u>(142,199,868)</u>
<b>Stockholders' Equity</b>	<b><u>17,534,344</u></b>	<b><u>13,975,210</u></b>
<b>Total Liabilities and Stockholders' Equity</b>	<b><u>\$ 26,599,764</u></b>	<b><u>\$ 17,269,813</u></b>

\* Derived from the audited balance sheet as of December 31, 2012

**MELA SCIENCES, INC.**  
**CONDENSED STATEMENTS OF OPERATIONS**  
(unaudited)

	<u>Three months ended June 30,</u>		<u>Six months ended June 30,</u>	
	<u>2013</u>	<u>2012</u>	<u>2013</u>	<u>2012</u>
Revenue	\$ 144,399	\$ 75,757	\$ 288,499	\$ 87,007
Cost of revenue	<u>1,381,447</u>	<u>372,048</u>	<u>2,461,710</u>	<u>502,458</u>
	(1,237,048)	(296,291)	(2,173,211)	(415,451)
Operating expenses:				
Research and development	1,122,962	1,673,338	2,384,963	4,108,096
Selling, general and administrative	<u>4,672,540</u>	<u>3,528,575</u>	<u>8,959,768</u>	<u>6,746,066</u>
Operating loss	(7,032,550)	(5,498,204)	(13,517,942)	(11,269,613)
Interest income	2,710	9,021	4,815	22,405
Interest expense	(291,622)		(340,385)	
Change in fair value of warrant liability	(105,292)		(89,859)	
Other income	<u>5,000</u>	<u>4,996</u>	<u>10,000</u>	<u>9,996</u>
Net loss:	<u>\$ (7,421,754)</u>	<u>\$ (5,484,187)</u>	<u>\$ (13,933,371)</u>	<u>\$ (11,237,212)</u>
Basic and diluted net loss per common share	<u>\$ (0.17)</u>	<u>\$ (0.18)</u>	<u>\$ (0.34)</u>	<u>\$ (0.37)</u>
Basic and diluted weighted average number of common shares outstanding	43,086,595	30,332,217	41,170,911	30,323,061



**MELA SCIENCES, INC.**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
(unaudited)

	<b>Six Months Ended June 30,</b>	
	<b>2013</b>	<b>2012</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$(13,933,371)	\$(11,237,212)
<b>Adjustments to reconcile net loss to net cash used in operating activities:</b>		
Depreciation and amortization	1,107,009	330,395
Allowance for uncollectible accounts	40,290	—
Inventory reserve	325,000	—
Non-cash interest expense	98,706	—
Change in fair value of warrant liability	89,859	—
Write-off of unamortized financing costs	41,166	62,391
Non-cash equity compensation	1,097,106	774,493
<b>Changes in operating assets and liabilities:</b>		
Increase in accounts receivable	(68,593)	(68,360)
Decrease (increase) in inventory	74,100	(383,181)
Decrease in prepaid expenses and other current assets	218,204	306,814
Increase in other assets	(3,500)	(6,751)
Increase in accounts payable and accrued expenses	224,958	888,813
(Decrease) increase in deferred rent	(11,826)	2,778
Increase in deferred revenue	130,653	87,974
Increase in long-term interest payable	51,922	—
Increase in other current liabilities	12,981	12,277
<b>Net cash used in operating activities</b>	<b>(10,505,336)</b>	<b>(9,229,569)</b>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(3,766,264)	(1,390,572)
<b>Net cash used in investing activities</b>	<b>(3,766,264)</b>	<b>(1,390,572)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from borrowings and issuance of warrant	6,000,000	—
Expenses related to borrowings and issuance of warrant	(245,358)	—
Expenses related to public offering	0	(198,942)
Proceeds from exercise of stock options	18,059	33,310
Net proceeds from public offerings	15,789,873	—
<b>Net cash provided by (used in) financing activities</b>	<b>21,562,574</b>	<b>(165,632)</b>
Net increase (decrease) in cash and cash equivalents	7,290,974	(10,785,773)
Cash and cash equivalents at beginning of period	7,861,524	27,996,871
<b>Cash and cash equivalents at end of period</b>	<b>\$ 15,152,498</b>	<b>\$ 17,211,098</b>
<b>Supplemental disclosure of cash flow information:</b>		
Non-cash investing and financing activity:		
Reclassification of warrant liability to stockholders' equity	\$ 652,442	—
Reclassification of MelaFind® components from other assets to property and equipment	\$ —	\$ 522,014