

SANUWAVE Health, Inc.
Form 10-Q/A
November 15, 2017

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q/A
(Amendment No.1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2017

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to

Commission File Number 000-52985

SANUWAVE Health, Inc.
(Exact name of registrant as specified in its charter)

Nevada 20-1176000
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

3360 Martin Farm Road, Suite 100 30024
Suwanee, GA
(Address of principal executive offices) (Zip Code)

(770) 419-7525
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated

Edgar Filing: SANUWAVE Health, Inc. - Form 10-Q/A

filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
(Do not check if a smaller reporting company)	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes
No

As of November 10, 2017, there were issued and outstanding 139,249,926 shares of the registrant’s common stock, \$0.001 par value.

SANUWAVE Health, Inc.

Table of Contents

EXPLANATORY NOTE 3

PART II – OTHER
INFORMATION

Item 6. Exhibits 4

SIGNATURES 5

Explanatory Note

The purpose of this Amendment No. 1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, filed with the Securities and Exchange Commission on November 14, 2017 (the "Form 10-Q"), is to furnish Exhibit 10.2 to the Form 10-Q. No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing and does not modify or update in any way disclosures made in the original Form 10-Q.

PART II — OTHER INFORMATION

Item 6. EXHIBITS

Exhibit No. Description

- 4.1 Class K Warrant Agreement dated as of August 3, 2017, between SANUWAVE Health, Inc. and HealthTronics, Inc. (Incorporated by reference to Form 8-K filed with the SEC on August 4, 2017).
- 4.2 Form of Class N Warrant. (Incorporated by reference to Form 8-K filed with the SEC on November 9, 2017).
- 10.1 Third Amendment to promissory notes entered into as of August 3, 2017 by and among SANUWAVE Health, Inc., SANUWAVE, Inc. and HealthTronics, Inc. (Incorporated by reference to Form 8-K filed with the SEC on August 4, 2017).
- 10.2*# Binding Term Sheet for Joint Venture Agreement between SANUWAVE Health, Inc. and MundiMed Distribuidora Hospitalar LTDA effective as of September 25, 2017.
- 10.3 Form of 10% Convertible Promissory Note, by and among the Company and the accredited investors a party thereto, dated November 3, 2017. (Incorporated by reference to Form 8-K filed with the SEC on November 9, 2017).
- 10.4 Form of Registration Rights Agreement, by and among the Company and the accredited investors a party thereto, dated November 3, 2017 (Incorporated by reference to Form 8-K filed with the SEC on November 9, 2017).
- 31.1* Rule 13a-14(a)/15d-14(a) Certification of the Principal Executive Officer.
- 31.2* Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer.
- 32.1* Section 1350 Certification of the Principal Executive Officer.
- 32.2* Section 1350 Certification of the Chief Financial Officer.
- 101.INS*† XBRL Instance.
- 101.SCH*† XBRL Taxonomy Extension Schema.
- 101.CAL*† XBRL Taxonomy Extension Calculation.
- 101.DEF*† XBRL Taxonomy Extension Definition.
- 101.LAB*† XBRL Taxonomy Extension Labels.
- 101.PRE*† XBRL Taxonomy Extension Presentation.

* Filed herewith.

Confidential treatment has been requested as to certain portions of this exhibit, which portions have been omitted and Submitted separately to the Securities and Exchange Commission.

† XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.

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.

SANUWAVE HEALTH, INC.

Dated: November 15, 2017 By: /s/ Kevin A. Richardson, II
Name: Kevin A. Richardson, II
Title: Acting Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

Signatures	Capacity	Date
By: /s/ Kevin A. Richardson, II Name: Kevin A. Richardson, II	Acting Chief Executive Officer and Chairman of the Board of Directors (principal executive officer)	November 15, 2017
By: /s/ Lisa E. Sundstrom Name: Lisa E. Sundstrom	Chief Financial Officer (principal financial and accounting officer)	November 15, 2017