

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): August 13, 2020

**Bionano Genomics, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

001-38613  
(Commission  
File Number)

26-1756290  
(IRS Employer  
Identification No.)

9540 Towne Centre Drive, Suite 100  
San Diego, California  
(Address of Principal Executive Offices)

92121  
(Zip Code)

Registrant's telephone number, including area code: (858) 888-7600

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.0001 par value per share	BNGO	The Nasdaq Stock Market LLC
Warrants to purchase Common Stock	BNGOW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

## Item 8.01 Other Information

On August 13, 2020, Bionano Genomics, Inc. (the “Company”), entered into an At Market Issuance Sales Agreement (the “Sales Agreement”) with Ladenburg Thalmann & Co. Inc., as sales agent (“Ladenburg”), under which the Company may offer and sell up to \$40.0 million of shares of its common stock from time to time through Ladenburg.

The Company is not obligated to sell any shares under the Sales Agreement. Each time the Company wishes to issue and sell shares under the sales agreement, the Company will notify Ladenburg of the number of shares to be issued, the dates on which such sales may be made, any limitation on the number of shares to be sold in any one day and any minimum price below which sales may not be made. Unless Ladenburg declines to accept the terms of such notice, Ladenburg has agreed to use its commercially reasonable efforts consistent with its normal trading and sales practices to sell such shares up to the amount specified on such terms.

Under the Sales Agreement, Ladenburg may sell shares by any method permitted by law deemed to be an “at-the-market offering” as defined in Rule 415(a)(4) under the U.S. Securities Act of 1933, as amended. Ladenburg’s obligations to sell shares under the Sales Agreement are subject to satisfaction of certain conditions, including the effectiveness of the registration statement on Form S-3 filed by the Company with the U.S. Securities and Exchange Commission (the “SEC”) on August 13, 2020 (the “Registration Statement”). The Company will pay Ladenburg in cash a commission of up to 3.0% of the aggregate gross proceeds the Company receives from each sale of shares and has agreed to provide Ladenburg with customary indemnification and contribution rights. The Company also agreed to reimburse Ladenburg for the fees and disbursements of its counsel, payable upon execution of the Sales Agreement, in an amount not to exceed \$50,000, in addition to certain ongoing disbursements of its legal counsel up to \$3,000 per calendar quarter.

The Sales Agreement may be terminated by Ladenburg or the Company at any time upon 10 day’s prior notice to the other party, or by Ladenburg at any time in certain circumstances, including the occurrence of a material adverse effect on the Company’s business or financial position that makes it impractical or inadvisable to market the shares or to enforce contracts for the sale of the shares.

Any shares sold under the Sales Agreement will be issued pursuant to the Registration Statement and the prospectus relating to the Sales Agreement that forms a part of such Registration Statement, following such time as the Registration Statement is declared effective by the SEC. This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy any shares, nor shall there be any sale of such shares in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

## Item 9.01 Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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<a href="#">1.1</a>	At Market Issuance Sales Agreement, dated August 13, 2020, by and between the Company and Ladenburg (incorporated by reference to Exhibit 1.1 to the Registration Statement).
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## 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 hereunto duly authorized.

### **Bionano Genomics, Inc.**

Date: August 14, 2020

By: /s/ R. Erik Holmlin, Ph.D.

R. Erik Holmlin, Ph.D.

President and Chief Executive Officer

*(Principal Executive and Financial Officer)*

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