

IMMUCELL CORP /DE/  
Form 8-K  
April 15, 2015  
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: April 14, 2015

(Date of earliest event reported)

ImmuCell Corporation

(Exact name of registrant as specified in its charter)

DE 001-12934 01-0382980  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification Number)

56 Evergreen Drive, Portland, Maine 04103  
(Address of principal executive offices) (Zip Code)

2078782770  
(Registrant's telephone number, including area code)

Not Applicable

(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:

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

Item not selected.

Item 1.02. Termination of a Material Definitive Agreement

Item not selected.

Item 1.03. Bankruptcy or Receivership

Item not selected.

Item 1.04. Mine Safety - Reporting of Shutdowns and Patterns of Violations

Item not selected.

Item 2.01. Completion of Acquisition or Disposition of Assets

Item not selected.

Item 2.02. Results of Operations and Financial Condition

Item not selected.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant

Item not selected.

Item 2.04. Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement

Item not selected.

Item 2.05. Costs Associated with Exit or Disposal Activities

Item not selected.

Item 2.06. Material Impairments

Item not selected.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

Item not selected.

Item 3.02. Unregistered Sales of Equity Securities

Item not selected.

Item 3.03. Material Modification to Rights of Security Holders

Item not selected.

Item 4.01. Changes in Registrant's Certifying Accountant

Item not selected.

Item 4.02. Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review

Item not selected.

Item 5.01. Changes in Control of Registrant

Item not selected.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers

Item not selected.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Item not selected.

Item 5.04. Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

Item not selected.

Item 5.05. Amendment to Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics

Item not selected.

Item 5.06. Change in Shell Company Status

Item not selected.

Item 5.07. Submission of Matters to a Vote of Security Holders

Item not selected.

Item 5.08. Shareholder Nominations Pursuant to Exchange Act Rule 14a-11

Item not selected.

Item 6.01. ABS Informational and Computational Materials

Item not selected.

Item 6.02. Change of Servicer or Trustee

Item not selected.

Item 6.03. Change in Credit Enhancement of Other External Support

Item not selected.

Item 6.04. Failure to Make a Required Distribution

Item not selected.

Item 6.05. Securities Act Updating Disclosure

Item not selected.

Item 6.06. Static Pool

Item not selected.

Item 6.10. Alternative Filings of Asset-Backed Issuers

Item not selected.

Item 7.01. Regulation FD Disclosure

Item not selected.

Item 8.01. Other Events

On April 14, 2015, ImmuCell Corporation (the "Company") amended its Common Stock Rights Plan. This amendment is discussed in greater detail in today's press release, which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits

(a) Financial statements:

None

(b) Pro forma financial information:

None

(c) Shell company transactions:

None

(d) Exhibits

Press Release of ImmuCell Corporation dated April 15, 2015

---

Signature

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.

ImmuCell Corporation

Dated: April 15, 2015 By: /s/ Michael F. Brigham

Michael F. Brigham

&nbsp;    President, Chief Executive Officer and Principal Financial Officer

---

Exhibit Index

Exhibit No. Description

99.1 Press Release of ImmuCell Corporation dated April 15, 2015