

BIOLASE, INC
Form 8-K
March 21, 2014

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):

March 20, 2014

Biolase, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-19627

(Commission
File Number)

87-0442441

(I.R.S. Employer
Identification No.)

4 Cromwell, Irvine, California

(Address of principal executive offices)

92618

(Zip Code)

Registrant's telephone number, including area code:

949-361-1200

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

On March 20, 2014, the Delaware Chancery Court issued a status quo order that the Board of Directors of Biolase, Inc. (the "Company") take no action without the approval of at least three of four directors whose directorships are not disputed: Federico Pignatelli, Chief Executive Officer and Chairman, Frederic H. Moll, Norman J. Nemoy and James R. Talevich (the "Board"). In addition, the order requires 10 day notice prior to any Board decision that is outside of the ordinary course of the Company's business.

Item 7.01 Regulation FD Disclosure.

On March 21, 2014, the Company issued a press release regarding foregoing, a copy of which is attached as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. See "Exhibit Index" attached to this Current Report on Form 8-K, which is incorporated by reference.

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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.

Biolase, Inc.

March 21, 2014

By: /s/ Federico Pignatelli

Name: Federico Pignatelli

Title: Chairman and Chief Executive Officer

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Exhibit Index

Exhibit No.	Description
99.1	Press Release of Biolase, Inc., dated March 21, 2014.
99.2	Order of the Court of Chancery of the State of Delaware in Oracle Partners, L.P. v. Biolase, Inc.