

MILESTONE SCIENTIFIC INC.
Form 8-K
April 26, 2016

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) April 20, 2016

MILESTONE SCIENTIFIC INC.

(Exact name of Registrant as specified in its charter)

**Delaware
(State or other jurisdiction**

**001-14053
(Commission**

**13-3545623
(IRS Employer**

of incorporation)

File Number)

Identification No.)

220 South Orange Avenue, Livingston Corporate Park, Livingston, New Jersey 07034

(Address of principal executive office) (Zip Code)

Registrant's telephone number, including area code (973) 535-2717

N/A

(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 3.02 Unregistered Sales of Equity Securities

As of April 20, 2016 Milestone Scientific Inc. entered into a series of exchange agreements with certain stockholders of Milestone Medical Inc., its epidural and intra-articular subsidiary, providing for the issuance of one share of Milestone Scientific Common Stock for each two shares of Milestone Medical Common Stock. Pursuant to these exchange agreements Milestone Scientific will issue 4,090,000 shares of restricted common stock and acquire an additional 37% of the outstanding shares of Milestone Medical resulting in an increase of its ownership interest from approximately 50% to 87%. The issuance of these shares is exempt from registration under the Securities Act of 1933, as amended, since they will be issued only to accredited investors who have agreed to hold those shares for investment and without a view to distribution. The share certificates will each be printed with an appropriate restrictive legend to this effect.

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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.

Dated: April 25, 2016

MILESTONE SCIENTIFIC INC.

By: /s/ Joseph D Agostino
Joseph D Agostino
Chief Financial Officer