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# Form 8-K

CardioGenics Holdings Inc. - CGNHD

Filed: June 23, 2010 (period: June 18, 2010)

Report of unscheduled material events or corporate changes.

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SIGNATURE

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**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): June 23, 2010 (June 18, 2010)**

**CardioGenics Holdings Inc.**

(Exact Name of Registrant as Specified in its Charter)

Nevada	000-28761	88-0380546
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification)

6295 Northam Drive, Unit 8, Mississauga, Ontario, L4V 1W8  
(Address of Principal Executive Offices)(Zip Code)  
Registrant's telephone number, including area code: 905.673.8501

(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 ( *see* General Instruction A.2. below):

- 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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[EX-3.1: CERTIFICATE OF CHANGE OF CARDIOGENICS HOLDINGS INC. EFFECTIVE JUNE 18, 2010](#)

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[EX-99.1: PRESS RELEASES DATED JUNE 18, 2010 AND JUNE 21, 2010](#)

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### **Item 5.03 Amendment of Articles of Incorporation or By-Laws; Change in Fiscal Year**

On June 18, 2010 CardioGenics Holdings Inc., a Nevada corporation (the “Company”), filed with the Nevada Secretary of State’s Office a Certificate of Change, which effected a 1:10 share consolidation of the Company’s outstanding and authorized shares of common stock (the “Certificate of Change”),

The foregoing description of the Certificate of Change does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Change filed as Exhibit 3.1 hereto, which is incorporated herein by reference. Press releases regarding the filing of the Certificate of Change and the status of the share consolidation are also filed as Exhibit 99.1 hereto.

### **Item 9.01 Financial Statements and Exhibits.**

#### **Index to Exhibits**

3.1	Certificate of Change of CardioGenics Holdings Inc. Effective June 18, 2010
99.1	Press Releases dated June 18, 2010 and June 21, 2010

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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.

CARDIOGENICS HOLDINGS INC.

By: /s/ Yahia Gawad

Name: Yahia Gawad

Title: Chief Executive Officer

Dated: June 23, 2010

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\*90301\*



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-5708  
Website: [www.nvsos.gov](http://www.nvsos.gov)

**Certificate of Change Pursuant  
to NRS 78.209**

USE BLACK INK ONLY- DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Change filed Pursuant to NRS 78.209  
For Nevada Profit Corporations**

- 1. Name of corporation:  
CardioGenics Holdings Inc.
- 2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.
- 3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:  
SEE ANNEX 1 TO THIS CERTIFICATE OF CHANGE
- 4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:  
SEE ANNEX 1 TO THIS CERTIFICATE OF CHANGE
- 5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:  
Each ten (10) issued shares of Common Stock shall be consolidated and exchanged into one ( i) share of Common Stock.
- 6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction  
of a share and the percentage of outstanding shares affected thereby:  
No fractional shares will be issued. Any fractional shares that result from the reverse stock split of the Common Stock shall be rounded up to the next whole number.
- 7. Effective date of filing: (optional)  

**(must not be later than 90 days after the certificate is filed)**
- 8. Signature: (required)

X /s/ Yahia Gawad  
**Signature of Officer**  
**Yahia Gawad**

Chief Executive Officer  
Title

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State Stock Split  
Revised: 3-8.09

**ANNEX 1  
TO  
CERTIFICATE OF CHANGE PURSUANT TO NRS 78.209  
OF  
CARDIOGENICS HOLDINGS INC.**

**3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:**

(a) Six Hundred Fifty Million (650,000,000) shares shall be common stock, par value \$0.00001 (the "Common Stock"); (b) Four Hundred Forty Thousand (440,000) shares shall be Class B common stock, par value \$0.00001 of which (i) Four Hundred Thousand (400,000) shares shall be designated as "Series 2 Class B common stock" and (ii) Forty Thousand (40,000) shares shall be designated as "Series 3 Class B common stock" and (c) Fifty Million (50,000,000) shares shall be preferred stock, par value \$0.00001.

**4. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:**

(a) Sixty Five Million (65,000,000) shares shall be common stock, par value \$0.00001; (b) Four Hundred Forty Thousand (440,000) shares shall be Class B common stock, par value \$0.00001 of which (i) Four Hundred Thousand (400,000) shares shall be designated as "Series 2 Class B common stock" and (ii) Forty Thousand 40,000 shares shall be designated as "Series 3 Class B common stock" and (c) Fifty Million (50,000,000) shares shall be preferred stock, par value \$0.00001.

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## CardioGenics Announces Reverse Stock Split

### *Authorized and Outstanding Common Shares Reverse Split on a 1:10 Basis*

**Mississauga, Ontario, June 18, 2010** -- CardioGenics Holdings Inc. (OTCBB: CGNH), developer of the ultra-sensitive QL Care™ Point-Of-Care (POC) analyzer and products for the immunoassay segment of the In-Vitro Diagnostics market, announced today that the Company has filed a Certificate of Change with the Secretary of State of Nevada, which implements a share consolidation of the Company's authorized and outstanding common stock on a ten (old) for one (new) basis.

FINRA has completed its review of the share consolidation of CardioGenics Holdings Inc. and, based on discussions with FINRA, the Company anticipates that the share consolidation will be effective in the market commencing Monday, June 21st. The post-consolidation common stock, which currently trades on the OTCBB, has a new CUSIP number and will be assigned a new ticker symbol by FINRA. The new CUSIP number is 14160X 203. Stockholders do not need to take any action in connection with the share consolidation. If you hold shares of the Company's common stock in "street name" through a broker, bank or other financial institution your shares will be automatically adjusted in accordance with the share consolidation ratio. If you hold shares of the Company's common stock in certificate or registered form, the Company's transfer agent will, likewise, adjust your holdings in accordance with the share consolidation ratio.

As a result of the share consolidation, the Company now has 65,000,000 authorized shares of common stock, of which 24,682,250 common shares are currently outstanding. In addition, the "Exchangeable Shares" of CardioGenics ExchangeCo Inc., the Company's Canadian subsidiary, which are exchangeable at any time into the Company's common stock are also in the process of being consolidated on the same 1:10 ratio and will thereafter become exchangeable into 25,064,227 shares of the Company's common stock. Fractional shares will not be issued. In the event that a stockholder would otherwise be entitled to receive a fractional share upon the share consolidation, such fraction will be rounded up to the nearest whole number.

Of the total outstanding shares of common stock and "Exchangeable Shares," 5,314,495 shares have been locked-up until September 22, 2011 and 15,000,000 shares have been locked-up until March 15, 2014, in accordance with the terms of lock-up agreements entered into between the Company and its directors, and certain officers and stockholders of the Company.

"After carefully reviewing our capital structure in light of the Company's current stage of development, the Board of Directors determined that the revised capital structure enhances the Company's ability to access institutional ownership, facilitate growth and obtain an exchange listing", stated Dr. Yahia Gawad, Chief Executive Officer of CardioGenics.

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## **About CardioGenics Holdings Inc.**

Through its operating subsidiaries, the Company develops ultra-sensitive analyzers and other products targeting the immunoassay segment of the Point-Of-Care IVD testing market. It has developed the QL Care™ Analyzer, a proprietary and ultra-sensitive Point-Of-Care immuno-analyzer, which will run a number of diagnostic tests under development, the first of which will be a series of cardiovascular diagnostic tests. As part of its core proprietary technology, the Company has also developed a proprietary method for silver coating paramagnetic microspheres (a fundamental platform component of immunoassay equipment), which improve instrument sensitivity to light. The Company's principal offices are located in Mississauga, Ontario, Canada. For more information please visit [www.cardiogenics.com](http://www.cardiogenics.com).

*Safe Harbor Statement - Certain statements made herein that are not historical are forward-looking within the meaning of the Private Securities Litigation Reform Act of 1995 and may contain forward-looking statements, with words such as "Anticipate," "believe," "expect," "future," "may," "will," "should," "plan," "projected," "intend," and similar expressions to identify forward-looking statements. These statements are based on the Company's beliefs and the assumptions it made using information currently available to it. Because these statements reflect the Company's current views concerning future events, these statements involve risks, uncertainties and assumptions. The actual results could differ materially from the results discussed in the forward-looking statements. In any event, undue reliance should not be placed on any forward-looking statements, which apply only as of the date of this press release. Accordingly, reference should be made to the Company's periodic filings with the Securities and Exchange Commission.*

### **Contacts:**

#### **Investor Relations:**

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-and-

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Robert Schatz, 212.370.4500

#### **Media Relations:**

The Investor Relations Group  
Laura Colontrelle, 212.825.3210

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## **CardioGenics Holdings Inc. Receives New Ticker Symbol As a Result of Reverse Stock Split (OTCBB: CGNHD)**

*Notified by FINRA that Reverse Split Will Be  
Effective in the Market Tomorrow*

**MISSISSAUGA, Ontario, June 21, 2010** -- CardioGenics Holdings Inc. (OTCBB: CGNH), developer of the ultra-sensitive QL Care™ Point-Of-Care (POC) analyzer and products for the immunoassay segment of the In-Vitro Diagnostics market, announced that the Company has been assigned a new ticker symbol by FINRA as a result of its recently announced share consolidation. The new ticker symbol is OTCBB: CGNHD and the Company has been informed by FINRA that its common stock will begin trading under that symbol commencing tomorrow the 22nd of June 2010 when the share consolidation becomes effective in the market. The "D" in the new ticker symbol will be removed by FINRA 20 business days after tomorrow.

### **About CardioGenics Holdings Inc.**

Through its operating subsidiaries, the Company develops ultra-sensitive analyzers and other products targeting the immunoassay segment of the Point-Of-Care IVD testing market. It has developed the QL Care™ Analyzer, a proprietary and ultra-sensitive Point-Of-Care immuno-analyzer, which will run a number of diagnostic tests under development, the first of which will be a series of cardiovascular diagnostic tests. As part of its core proprietary technology, the Company has also developed a proprietary method for silver coating paramagnetic microspheres (a fundamental platform component of immunoassay equipment), which improve instrument sensitivity to light. The Company's principal offices are located in Mississauga, Ontario, Canada. For more information please visit [www.cardiogenics.com](http://www.cardiogenics.com).

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