

CHAMPIONS ONCOLOGY, INC.  
Form 8-K  
April 05, 2011

**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): April 4, 2011**

**CHAMPIONS ONCOLOGY, INC.**  
(Exact name of registrant as specified in its charter)

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| <b>Delaware</b><br>(State or other Jurisdiction of<br>Incorporation) | <b>0-17263</b><br>(Commission File Number) | <b>52-1401755</b><br>(IRS Employer Identification No.) |
|--|--|--|

**Science and Technology Park at Johns Hopkins**  
**855 N. Wolfe Street, Suite 619, Baltimore, Maryland 21205**  
(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: **(410) 369-0365**

**CHAMPIONS BIOTECHNOLOGY, INC.**

(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))

**INFORMATION TO BE INCLUDED IN THE REPORT**

**Item 1.01. Entry into a Material Definitive Agreement.**

On April 4, 2011, Champions Oncology, Inc., formerly Champions Biotechnology, Inc., (the “**Company**”) repurchased 2,000,000 shares of the Company’s common stock from James M. Martell, a director of the Company, for a cash purchase price of \$0.48 per share, or an aggregate purchase price of \$960,000.

**Item 8.01. Other Events.**

(A) On April 4, 2011, the Company filed its Amended and Restated Certificate of Incorporation (“**Amended Charter**”) with the Secretary of State of Delaware pursuant to which the name of the Company has been changed to “Champions Oncology, Inc.” A copy of the Amended Charter is included in the Information Statement previously filed and distributed by the Company in accordance with Securities and Exchange Commission (“**SEC**”) Regulation 14C.

(B) On April 5, 2011, the Company issued a press release announcing the closing of the sale of 12,533,333 shares of common stock in a private placement in reliance upon the exemption from registration provided by Section 4(2) of the Securities Act of 1933 and Regulation D promulgated thereunder. In accordance with SEC Rule 135c(d), a copy of the press release is filed herewith as Exhibit 99.1.

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

*(d) Exhibits*

The following exhibits are filed herewith:

Exhibit No.

99.1                      Press release dated April 5, 2011

**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 thereunto duly authorized.

**CHAMPIONS ONCOLOGY, INC.**  
(Registrant)

Date: April 5, 2011

By: /s/ Joel Ackerman  
Joel Ackerman  
Chief executive Officer