
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-Q
Amendment No. 1

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2020

Or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 001-35817

CANCER GENETICS, INC.
(Exact name of registrant as specified in its charter)

Delaware

04-3462475

State or Other Jurisdiction of
Incorporation or Organization

I.R.S. Employer
Identification No.

201 Route 17 North 2nd Floor Rutherford, NJ

07070

Address of Principal Executive Offices

Zip Code

(201) 528-9200

Registrant's Telephone Number, Including Area Code

Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report
Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading symbol

Name of exchange on which registered

Common Stock, \$0.0001 par value per share

CGIX

NASDAQ Capital Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

| | | | |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

As of June 19, 2020, there were 2,260,883 shares of common stock, par value \$0.0001 of Cancer Genetics, Inc. outstanding.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 on Form 10-Q/A (the “Amendment”) to the Quarterly Report on Form 10-Q of Cancer Genetics, Inc. (the “Company”) for the fiscal quarter ended March 31, 2020 that was filed with the Securities and Exchange Commission (the “SEC”) on June 24, 2020 (the “Form 10-Q”) is to add this Explanatory Note disclosing that, as previously disclosed in the Company’s Current Report on Form 8-K as filed with the SEC on May 14, 2020 (the “Form 8-K”) and in accordance with the SEC’s order under Section 36 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) granting exemptions from specified provisions of the Exchange Act and certain rules thereunder (Release No. 34-88318), as superseded by a subsequent order (Release No. 34-88465) issued on March 25, 2020 (collectively, the “Order”), the Company relied on the relief provided by the Order to delay filing its Quarterly Report on Form 10-Q for the quarterly period ended March 30, 2020.

The Company experienced significant disruptions due to the COVID-19 pandemic and related mandated social distancing and shelter-in-place orders, resulting in the delay of the filing of the Form 10-Q. In particular, COVID-19 has caused severe disruptions in critical personnel’s transportation and limited access to the Company’s facilities in Rutherford, New Jersey (just outside of Manhattan) negatively impacting the ability of its staff and professional advisors to perform their various functions. This has, in turn, delayed the Company’s ability to prepare the Form 10-Q.

No other changes have been made to the Form 10-Q, except that Part II, Item 6, is also being amended to refer to the updated Exhibit Index that is included herein for the purpose of including abbreviated officer certifications that are being filed herewith.

Item 6. Exhibits

| Exhibit No. | Description |
|------------------------|--|
| 31.3 | Certification of Principal Executive Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under The Securities Exchange Act of 1934, as amended |
| 31.4 | Certification of Principal Financial Officer pursuant to Rules 13a-14(a) and 15d-14(a) promulgated under The Securities Exchange Act of 1934, as amended |

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 thereunto duly authorized.

Cancer Genetics, Inc.
(Registrant)

Date: July 6, 2020

/s/ John A. Roberts

John A. Roberts
President and Chief Executive Officer
(Principal Executive Officer)

Date: July 6, 2020

/s/ M. Glenn Miles

M. Glenn Miles
Chief Financial Officer
(Principal Financial and Accounting Officer)

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, John A. Roberts, the President and Chief Executive Officer of Cancer Genetics, Inc. certify that:

1. I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q of Cancer Genetics, Inc. for the fiscal quarter ended March 31, 2020; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated this 6th day of July 2020.

By: /s/ John A. Roberts

John A. Roberts
President and Chief Executive Officer (Principal Executive Officer)

CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, M. Glenn Miles, the Chief Financial Officer of Cancer Genetics, Inc. certify that:

1. I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q of Cancer Genetics, Inc. for the fiscal quarter ended March 31, 2020; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated this 6th day of July 2020.

By: /s/ M. Glenn Miles

M. Glenn Miles

Chief Financial Officer (Principal Financial and Accounting Officer)
