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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): **March 26, 2020**

**SENSEONICS HOLDINGS, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**  
(State or Other  
Jurisdiction of Incorporation)

**001-37717**  
(Commission File Number)

**47-1210911**  
(IRS Employer  
Identification No.)

**20451 Seneca Meadows Parkway  
Germantown, MD 20876-7005**  
(Address of Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: **(301) 515-7260**

**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 (*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))

Securities registered pursuant to Section 12(b) of the Exchange Act:

| Title of each class             | Trading Symbol(s) | Name of each exchange on which registered |
|---------------------------------|-------------------|---|
| Common Stock, \$0.001 par value | SENS              | NYSE American                             |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

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## Item 8.01 Other Events.

As part of the previously announced strategic review that Senseonics Holdings, Inc. (the “Company”) is conducting in connection with its evaluation of strategic alternatives, and considering the impact of the COVID-19 global pandemic on access to physician offices and medical facilities, the Company is, effective immediately, suspending commercial sales in the United States of its 90-day Eversense continuous glucose monitoring (“CGM”) system to new patients and physician practices. The Company intends to continue distributing the 90-day Eversense system to patients who are currently using the product for the foreseeable future. The Company also intends to continue supporting existing patients and their physicians. The Company is evaluating its Eversense Bridge program and may revise, suspend or cancel this program in its entirety. The Company plans to continue its development and regulatory submission efforts for its Eversense XL CGM system for use for up to 180 days in the United States as disclosed in the Company’s Annual Report on Form 10-K for the year ended December 31, 2019. The Company expects that cash used in operating activities for the quarter ending March 31, 2020 will be consistent with average quarterly operating cash outflows during 2019. However, the Company expects that the cost reduction measures previously announced, including the suspension of commercial sales of the 90-day Eversense system, will significantly reduce the cash used in operations in future quarters.

As previously announced, the Company is exploring strategic alternatives to enhance stakeholder value. The Company is in discussions with new financing sources, which could include issuing additional equity or either secured or unsecured indebtedness or a combination of both.

In addition, due to the COVID-19 pandemic, the Company is withdrawing and suspending its financial guidance that it previously provided for the year ending December 31, 2020. The Company expects to provide a business update on its first quarter earnings call.

### Supplemental Risk Factor

In light of recent developments relating to the COVID-19 global pandemic, the Company is supplementing the risk factors previously disclosed in Item 1A. of its Annual Report on Form 10-K for the year ended December 31, 2019, as filed with the U.S. Securities and Exchange Commission on March 16, 2020, to include the following additional risk factor:

***Our business, product sales and results of operations could be adversely affected by the effects of health epidemics, including the recent COVID-19 outbreak, in regions where we or third parties distribute our products or where we or third parties on which we rely have significant manufacturing facilities, concentrations, clinical trial sites or other business operations. The COVID-19 pandemic could materially affect our operations, including at our headquarters in Maryland and at our clinical trial sites, as well as the business or operations of our manufacturers, distributors or other third parties with whom we conduct business.***

Our business could be adversely affected by health epidemics in regions where we have concentrations of clinical trial sites or other business operations, and could cause significant disruption in the operations of third-party manufacturers and distributors upon whom we rely.

For example, in December 2019, a novel strain of coronavirus, SARS-CoV-2, causing a disease referred to as COVID-19, was reported to have surfaced in Wuhan, China. Since then, COVID-19 has spread to multiple countries, including the United States and several European countries. Our headquarters is located in Maryland, and our contract manufacturers are located in Germany, the United Kingdom and the United States. Our distributors are located in the United States and various countries in Europe.

In March 2020, the World Health Organization declared the COVID-19 outbreak a pandemic, and the U.S. government imposed travel restrictions on travel between the United States, Europe and certain other countries. Further, the President of the United States declared the COVID-19 pandemic a national emergency, invoking powers under the Stafford Act, the legislation that directs federal emergency disaster response. Similarly, the Governor of Maryland has issued an order closing all non-essential businesses, which took effect on March 23, 2020. Substantially all of our workforce is now working from home either all or substantially all of the time. The effects of the Maryland order and our work-from-home policies may negatively impact productivity, disrupt our business and delay our clinical programs, regulatory and commercialization timelines, the magnitude of which will depend, in part, on the length and severity of the restrictions and other limitations on our ability to conduct our business in the ordinary course. These and similar, and perhaps more severe, disruptions in our operations could negatively impact our business, operating results and financial condition.

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Quarantines, shelter-in-place and similar government orders, or the perception that such orders, shutdowns or other restrictions on the conduct of business operations could occur, related to COVID-19 or other infectious diseases could impact personnel at third-party manufacturing facilities in the United States and other countries, or the availability or cost of materials, which would disrupt our supply chain. In particular, some of our suppliers of certain materials used in the production of our sensors and transmitters are located in Germany, the United Kingdom, China, Japan and the United States. For example, any manufacturing supply interruption of Eversense or future generation products, could adversely affect our ability to conduct planned clinical trials and commercialization activities.

Sales and demand for Eversense may be adversely affected by the global COVID-19 pandemic. Disruptions in the distributions of Eversense could result if patients are physically quarantined, if physicians restrict access to their facilities for a material period of time, if patients are unable or unwilling to visit health care providers, or if health care providers prioritize treatment of acute or communicable illnesses over diabetes management. We have begun to receive indications that insertions of Eversense have slowed during the pandemic, and this slowing could continue or worsen.

In addition, our clinical trials may be affected by the COVID-19 pandemic. Clinical site initiation and patient enrollment may be delayed due to prioritization of hospital resources toward the COVID-19 pandemic. Some patients may not be able to comply with clinical trial protocols if quarantines impede patient movement or interrupt healthcare services. Similarly, our ability to recruit and retain patients and principal investigators and site staff who, as healthcare providers, may have heightened exposure to COVID-19 and adversely impact our clinical trial operations.

The spread of COVID-19, which has caused a broad impact globally, may materially affect us economically. While the potential economic impact brought by, and the duration of, COVID-19 may be difficult to assess or predict, a widespread pandemic could result in significant disruption of global financial markets, reducing our ability to access capital, which could negatively affect our liquidity. In addition, a recession or market correction resulting from the spread of COVID-19 could materially affect our business and the value of our common stock.

The global pandemic of COVID-19 continues to rapidly evolve. The ultimate impact of the COVID-19 pandemic or a similar health epidemic is highly uncertain and subject to change. We do not yet know the full extent of potential delays or impacts on our business, our clinical trials, commercialization efforts, healthcare systems or the global economy as a whole. However, these effects could have a material impact on our operations, and we will continue to monitor the COVID-19 situation closely.

*Please also refer to the complete Item 1A of the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 16, 2020 for additional risks and uncertainties facing the Company that may have a material adverse effect on the Company's business prospects, financial condition and results of operations.*

#### **Forward-Looking Statements**

Any statements in this Current Report on Form 8-K about future expectations, plans and prospects for the Company, including statements about the effects of the COVID-19 pandemic, the Company's future operating cash flows and the Company's pursuit of strategic alternatives and additional financing, and other statements containing the words "believe," "expect," "intend," "may," "projects," "will," and similar expressions, constitute forward-looking statements within the meaning of The Private Securities Litigation Reform Act of 1995. Actual results may differ materially from those indicated by such forward-looking statements as a result of various important factors, including: uncertainties in the development and regulatory approval processes, uncertainties inherent in the commercial launch and commercial expansion of the Company's product, and such other factors as are set forth in the risk factors detailed in the Company's Annual Report on Form 10-K for the year ended December 31, 2019 under the heading "Risk Factors." In addition, the forward-looking statements included in this Current Report on Form 8-K represent the Company's views as of the date hereof. The Company anticipates that subsequent events and developments will cause the Company's views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaims any obligation to do so except as required by law. These forward-looking statements should not be relied upon as representing the Company's views as of any date subsequent to the date hereof.

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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.

Date: March 26, 2020

**Senseonics Holdings, Inc.**

By: /s/ Nick B. Tressler  
Nick B. Tressler  
Chief Financial Officer

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