

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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 27, 2012

**Bacterin International Holdings, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-34951

(Commission File Number)

20-5313323

(IRS Employer Identification No.)

600 Cruiser Lane  
Belgrade, Montana

(Address of Principal Executive Offices)

59714

(Zip Code)

(406) 388-0480

(Registrant's Telephone Number, Including Area Code)

(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))

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

We failed to provide NYSE MKT LLC (the "Exchange") with a timely notice of the record date for our 2012 Annual Meeting of Shareholders.

On July 2, 2012, we received a letter from the Exchange (the "NYSE Letter") pursuant to Sections 703 and 1009 of the Exchange Company Guide indicating that we failed to provide the Exchange with at least ten days advanced notice of the record date for our 2012 annual meeting of shareholders. The Exchange issued a public warning letter as a result of our failure to satisfy the ten day advanced notice requirement of Section 703 of the Exchange Company Guide; **however, this action will NOT result in the suspension or delisting of our securities from the Exchange.**

We confirm June 8, 2012 as the record date for our upcoming 2012 Annual Meeting of Shareholders to be held on July 27, 2012.

**Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On June 27, 2012, the Board of Directors granted a waiver of certain provisions of the Company's Code of Conduct to allow an entity controlled by two of Guy Cook's adult children to become a distributor of the Company's products.

**Item 7.01 Regulation FD Disclosure.**

The Company has issued a press release entitled "Bacterin Receives Letter From NYSE MKT LLC Regarding Timely Notice of Record Date for 2012 Annual Meeting of Stockholders" which is attached as Exhibit 99.1 and incorporated herein.

The information in this Item 7.01 and the document attached as Exhibit 99.1 are being furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities and Exchange Act of 1934, as amended (the "Exchange Act"), nor otherwise subject to the liabilities of that section, nor incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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

(d) Exhibits.

<u>Exhibit No</u>	<u>Description</u>
99.1	Press Release of Bacterin International Holdings, Inc. dated July 3, 2012 entitled "Bacterin Receives Letter From NYSE MKT LLC Regarding Timely Notice of Record Date for 2012 Annual Meeting of Stockholders"

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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.

Dated: July 3, 2012

**BACTERIN INTERNATIONAL HOLDINGS, INC.**

By: /s/ Guy S. Cook

Name: Guy S. Cook

Title: President and Chief Executive Officer

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## EXHIBIT INDEX

- 99.1 Press Release of Bacterin International Holdings, Inc. dated July 3, 2012 entitled "Bacterin Receives Letter From NYSE MKT LLC Regarding Timely Notice of Record Date for 2012 Annual Meeting of Stockholders"
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**Bacterin Receives Letter From NYSE MKT LLC Regarding Timely Notice of Record Date  
for 2012 Annual Meeting of Stockholders**

BELGRADE, Mont. July 3, 2012 /PRNewswire/ – Bacterin International Holdings, Inc. (NYSE MKT LLC: BONE), a leader in the development of revolutionary bone graft material and antimicrobial coatings for medical applications, received a letter from NYSE Regulation on July 2, 2012 advising that the Company did not comply with Sections 703 and 1009 of the NYSE MKT LLC Company Guide, which required the Company to provide the NYSE MKT LLC with ten days prior notice of the June 8, 2012 record date for its upcoming 2012 Annual Meeting of Stockholders. The Company will file a Form 8-K with the Securities and Exchange Commission related to this matter. The NYSE MKT LLC also notified the Company that according to Section 401(j) of the Company Guide it needed to issue a news release. This action will NOT result in the suspension or delisting of the Company's securities.

**About Bacterin International Holdings**

Bacterin International Holdings, Inc. (NYSE MKT LLC: BONE) develops, manufactures and markets biologics products to domestic and international markets. Bacterin's proprietary methods optimize the growth factors in human allografts to create the ideal stem cell scaffold to promote bone, subchondral repair and dermal growth. These products are used in a variety of applications including enhancing fusion in spine surgery, relief of back pain, promotion of bone growth in foot and ankle surgery, promotion of cranial healing following neurosurgery and subchondral repair in knee and other joint surgeries.

Bacterin's Medical Device division develops, employs, and licenses bioactive coatings for various medical device applications. Bacterin's strategic coating initiatives include antimicrobial coatings designed to inhibit biofilm formation and microbial contamination. For further information, please visit [www.bacterin.com](http://www.bacterin.com).

**Important Cautions Regarding Forward-looking Statements**

This news release contains certain disclosures that may be deemed forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 that are subject to significant risks and uncertainties. Forward-looking statements include statements that are predictive in nature, that depend upon or refer to future events or conditions, or that include words such as "continue," "efforts," "expects," "anticipates," "intends," "plans," "believes," "estimates," "projects," "forecasts," "strategy," "will," "goal," "target," "prospects," "potential," "optimistic," "confident," "likely," "probable" or similar expressions or the negative thereof. Statements of historical fact also may be deemed to be forward-looking statements. We caution that these statements by their nature involve risks and uncertainties, and actual results may differ materially depending on a variety of important factors, including, among others: the Company's ability to launch beta and full product releases, the Company's ability to obtain FDA concurrence use for anti-microbial coatings in a timely manner; the Company's ability to meet its obligations under existing and anticipated contractual obligations; the Company's ability to develop, market, sell and distribute desirable applications, products and services and to protect its intellectual property; the ability of the Company's sales force to achieve expected results; the ability of the Company's customers to pay and the timeliness of such payments, particularly during recessionary periods; the Company's ability to obtain financing as and when needed; changes in consumer demands and preferences; the Company's ability to attract and retain management and employees with appropriate skills and expertise; the impact of changes in market, legal and regulatory conditions and in the applicable business environment, including actions of competitors; and other factors. Additional risk factors are listed in the Company's Annual Report on Form 10-K under the heading "Risk Factors." The Company undertakes no obligation to release publicly any revisions to any forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events, except as required by law.

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Contact:

INVESTOR INQUIRIES:

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