

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)

August 30, 2021

electroCore, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

001-38538
(Commission File Number)

20-3454976
(I.R.S. Employer
Identification Number)

200 Forge Way, Suite 205,
Rockaway, NJ 07866
(Address of principal executive offices and zip code)

(973) 290-0097
(Registrant's telephone number, including area code)

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))

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

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, Par Value \$0.001 Per Share	ECOR	Nasdaq Global Select Stock Market

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.

Item 9.01 Financial Statements and Exhibits.

On August 30, 2021, electroCore Inc. (the “Company”) entered into a securities purchase agreement with Dentons US LLP (“Dentons”) relating to the Company’s registered direct public offering (the “Offering”) of 952,380 shares of common stock to Dentons in consideration for the cancellation by Dentons of an outstanding financial obligation owed by the Company to Dentons in the amount of \$1,000,000. The purchase price for each share offered is \$1.05. The Company will not receive cash proceeds in connection with the issuance of these shares.

The shares of common stock issuable to Dentons are registered under the Securities Act of 1933, as amended, on the Company’s Registration Statement on Form S-3 (Registration No. 333-232655), previously filed with the Securities and Exchange Commission and declared effective on September 5, 2019. Dentons delivered an opinion as to legality of the issuance of the shares in the Offering, a copy of which is attached hereto as Exhibit 5.1.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Dentons US LLP.
23.1	Consent of Dentons US LLP (contained in Exhibit 5.1).

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.

August 30, 2021

electroCore, Inc.

/s/ Brian Posner

Brian Posner

Chief Financial Officer

August 30, 2021

electroCore, Inc.
150 Allen Road, Suite 201
Basking Ridge, New Jersey 07920

Re: Sale of Shares of Common Stock registered pursuant to Registration Statement on Form S-3 (File No. 333-232655).

Ladies and Gentlemen:

We have acted as counsel to electroCore, Inc., a Delaware corporation (the “**Company**”), in connection with a registration statement on Form S-3, File No. 333-232655 (the “**Registration Statement**”), heretofore filed by the Company with the Securities and Exchange Commission under the Securities Act of 1933, as amended (the “**Act**”), and the prospectus supplement filed pursuant to Rule 424(b) under the Act, dated as of August 30, 2021 (the “**Prospectus Supplement**”), under which the Company offered 952,380 shares of the Company’s common stock, \$0.001 par value per share (the “**Shares**”). The Shares are being sold pursuant to a securities purchase agreement dated as of August 30, 2021, by and among the Company and Dentons US LLP (the “**Purchase Agreement**”). Capitalized terms used but not otherwise defined herein shall have the meanings assigned to such terms in the Purchase Agreement.

This opinion is being delivered to you pursuant to Item 601(b)(5) of Regulation S-K under the Act at the request of the Company.

In connection with rendering this opinion, we have examined originals, certified copies or copies otherwise identified as being true copies of the following: (i) the Company’s Certificate of Incorporation, (ii) the Company’s By-Laws, (iii) the Registration Statement, including the prospectus (the “**Base Prospectus**”) contained therein, (iv) the Prospectus Supplement (Prospectus Supplement and the Base Prospectus are collectively referred to herein as the “**Prospectus**”), (v) corporate proceedings of the Company relating to the Shares, and (vi) such other instruments and documents as we have deemed necessary under the circumstances.

We have assumed the genuineness and authenticity of all documents examined by us and all signatures thereon, and the conformity to originals of all copies of documents examined by us.

Based upon the foregoing, and in reliance thereon, and subject to the qualifications, limitations and exceptions stated herein, we are of the opinion having due regard for such legal considerations as we deemed relevant, that the Shares, have been duly authorized and, when, sold and delivered by the Company against receipt of the consideration therefor, in the manner contemplated by the Prospectus and the Purchase Agreement, will be validly issued, fully paid and nonassessable.

Our opinions are subject to the effect of federal and state bankruptcy, insolvency, reorganization, arrangement, moratorium, fraudulent conveyance and other laws relating to or affecting the rights of secured or unsecured creditors generally (or affecting the rights of only creditors of specific types of debtors), with respect to which we express no opinion.

Our opinions are subject to limitations imposed by general principles of equity or public policy upon the enforceability of any of the remedies or covenants, including, without limitation, concepts of materiality, good faith and fair dealing and upon the availability of injunctive relief or other equitable remedies, and the application of principles of equity (regardless of whether enforcement is considered in proceedings at law or in equity).

We express no opinion as to the laws of any jurisdiction other than Delaware general corporation law and the federal laws of the United States of America.

We hereby consent to the inclusion of this opinion as an exhibit to a Current Report on Form 8-K and to the references to our firm under the caption "Legal Matters" in the Registration Statement. In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations thereunder.

Very truly yours,

/s/ Dentons US LLP