

NEPHROS INC  
Form 8-K  
March 24, 2014

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 24, 2014

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

(State or other jurisdiction of incorporation) Delaware

001-32288  
(Commission File Number)

13-3971809  
(IRS Employer ID Number)

41 Grand Avenue, River Edge, New Jersey 07661

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (201) 343-5202

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))

**Item 8.01. Other Events.**

On March 24, 2014, Nephros, Inc. issued a press release regarding the closing of its rights offering. A copy of the press release is attached hereto and is being furnished as Exhibit 99.1.

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

(d)Exhibits

Exhibit No. Description

99.1 Press Release dated March 24, 2014

**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.

**Nephros, Inc.**

By: /s/ John C. Houghton

Dated: March 24, 2014      John C. Houghton  
President, Chief Executive Officer and  
Acting Chief Financial Officer