

22nd Century Group, Inc.  
Form 8-K  
January 09, 2015

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): January 9, 2015**

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**22nd Century Group, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Nevada**

(State or Other Jurisdiction of Incorporation)

**000-54111**

(Commission File Number)

**98-0468420**

(I.R.S. Employer  
Identification No.)

**9530 Main Street**

**Clarence, New York**

(Address of Principal Executive Office)

**14031**

(Zip Code)

Registrant's telephone number, including area code: **(716) 270-1523**

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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 January 9, 2015, 22nd Century Group, Inc. (the “Company”) filed with the Securities and Exchange Commission a prospectus supplement dated January 9, 2015, to the prospectus dated June 5, 2014, filed as part of the Company’s effective registration statement on Form S-3 (SEC File No. 333-195386). The prospectus supplement relates to the offer and sale of up to 300,000 shares of the Company’s common stock covered by the registration statement.

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

(d) The following exhibits are being filed herewith:

Exhibit 5.1 Opinion of Foley & Lardner LLP

Exhibit 23.1 Consent of Foley & Lardner LLP (included 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.

**22nd Century Group, Inc.**

/s/ Henry Sicignano, III

Date: January 9, 2015 Henry Sicignano, III  
President and Chief Operating Officer