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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report: July 21, 2016  
(Date of earliest event reported)**

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**Arcadia Biosciences, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-37383**  
(Commission  
File Number)

**81-0571538**  
(I.R.S. Employer  
Identification No.)

**202 Cousteau Place, Suite 105  
Davis, CA 95618**  
(Address of principal executive offices, including zip code)

**(530) 756-7077**  
(Registrant's telephone number, including area code)

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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 communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On July 21, 2016, Arcadia Biosciences, Inc. (the “Company”) received a notification letter from The Nasdaq Stock Market LLC (“Nasdaq”) that as a result of the recent resignations of two independent directors from the Company’s board of directors (the “Board”), the Company is no longer in compliance with Nasdaq’s independent director requirements as set forth in Listing Rule 5605.

As previously disclosed by the Company in a Current Report on Form 8-K filed with the Securities and Exchange Commission on July 14, 2016, two of the Company’s independent directors, Mr. James Reis and Mr. Matthew Ankrum, resigned from the Board on July 9, 2016. The resignations of Messrs. Reis and Ankrum resulted in an equal number of independent and non-independent directors on the Board, and thus a majority of the Board is not currently comprised of “independent directors” (as defined in Listing Rule 5605(a)(2)), as is required by Listing Rule 5605(b)(1).

The Nasdaq notification has no immediate effect on the listing of the Company’s common stock. Consistent with Listing Rule 5605(b)(1)(A), Nasdaq provided the Company a cure period in order to regain compliance as follows:

- until the earlier of the Company’s next annual stockholders’ meeting or July 9, 2017; or
- if the next annual stockholders’ meeting is held before January 9, 2017, then the Company must evidence compliance no later than January 9, 2017.

Prior to the end of the cure period, the Board intends to appoint at least one additional director who would qualify as an “independent director” in accordance with the criteria set forth in Listing Rule 5605(a)(2).

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

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Nasdaq Notification Letter of Non-Compliance with Listing Rule 5605 dated July 21, 2016

**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.

ARCADIA BIOSCIENCES, INC.

Date: July 22, 2016

By: /s/ WENDY S. NEAL

Name: Wendy S. Neal

Title: Vice President, Chief Legal Officer & Secretary



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Rockville, MD 20850 / USA  
[business.nasdaq.com](http://business.nasdaq.com)

**Stanley Higgins**

Senior Director Listing Qualifications  
The Nasdaq Stock Market LLC  
+1 301 978 8041

*By Electronic Delivery to [steve.brandwein@arcadiabio.com](mailto:steve.brandwein@arcadiabio.com)*

July 21, 2016

Mr. Steve Brandwein  
Interim CFO / VP Finance and Administration  
Arcadia Biosciences, Inc.  
202 Cousteau Place  
Suite 200  
Davis, CA 95618

Re: Arcadia Biosciences, Inc. (the "Company")  
Nasdaq Symbol: RKDA

Dear Mr. Brandwein,

As you are aware, on July 9, 2016, two of the Company's independent directors, Mr. James Reis and Mr. Mathew Ankrum, resigned from the Company's board of directors. As a result, the Company no longer complies with Nasdaq's independent director requirements as set forth in Listing Rule 5605.

However, consistent with Listing Rule 5605(b)(1)(A) Nasdaq will provide the Company a cure period in order to regain compliance as follows:

- until the earlier of the Company's next annual shareholders' meeting or July 9, 2017; or
- if the next annual shareholders' meeting is held before January 9, 2017 then the Company must evidence compliance no later than January 9, 2017.

The Company must submit to Nasdaq documentation, including biographies of any new directors, evidencing compliance with the rules no later than this date. In the event the Company does not regain compliance by this date, Nasdaq rules require Staff to provide written notification to the Company that its securities will be delisted. At that time, the Company may appeal the delisting determination to a Hearings Panel.

Our Rules require that the Company promptly disclose receipt of this letter by either filing a Form 8-K, where required by SEC rules, or by issuing a press release. The announcement needs to be made no later than four business days from the date of this letter and must include the

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continued listing criteria that the Company does not meet.<sup>1</sup> The Company must also submit the announcement to Nasdaq's MarketWatch Department.<sup>2</sup> If the public announcement is made between the hours of 7:00 AM and 8:00 PM Eastern Time, the Company must submit the announcement to Nasdaq's MarketWatch Department at least ten minutes prior its public release. If the public announcement is made outside of these hours, the Company must submit the announcement prior to 6:50 A.M. Eastern Time. Please note that if you do not make the required announcement trading in your securities will be halted.<sup>3</sup>

In addition, an indicator will be broadcast over Nasdaq's market data dissemination network noting the Company's non-compliance. The indicator will be displayed with quotation information related to the Company's securities on Nasdaq.com, NasdaqTrader.com and by other third-party providers of market data information. Also, a list of all non-compliant Nasdaq companies and the reason(s) for such non-compliance is posted on our website at [listingcenter.nasdaq.com](http://listingcenter.nasdaq.com). The Company will be included in this list commencing five business days from the date of this letter.

If you have any questions, please contact Kathryn Warcholak, Listing Analyst, at 301-978-8368. Sincerely,



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<sup>1</sup> Listing Rule 5810(b).

<sup>2</sup> The notice must be submitted to Nasdaq's MarketWatch Department through the Electronic Disclosure submission system available at [nasdaq.net/ED/IssuerEntry](http://nasdaq.net/ED/IssuerEntry).

<sup>3</sup> Listing IM-5810-1.

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## **NASDAQ ONLINE RESOURCES**

All of our listing information and forms are available electronically on the [Listing Center](#). In addition to facilitating electronic submission of forms, you can also use the Listing Center to access Nasdaq's Reference Library containing hundreds of frequently asked questions and Governance Clearinghouse containing the latest updates on corporate governance and listing standards.

To help you navigate the deficiency process, we have provided links to some our most viewed resource materials.

- [Board Composition and Committee Requirements](#)
- [Governance Clearinghouse](#)
- [Hearings Process](#)
- [How to Transfer to Nasdaq Capital Market](#)
- [Information about Application of Shareholder Approval Rules](#)
- [Initial Listing Process](#)
- [Listing Fees](#)
- [Listing of Additional Shares Process](#)
- [MarketWatch Electronic Disclosure Submissions](#)
- [Nasdaq Listing Rules: Initial and Continued Listing](#)
- [Reference Library: Frequently Asked Questions, Staff Interpretations and Listing Council Decisions](#)