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 8, 2017

VIVEVE MEDICAL, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware	1-11388	04-3153858
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

345 Inverness Drive South, Building B, Suite 250, Englewood, Colorado	80112
(Address of Principal Executive Offices)	(Zip Code)

Registrant's telephone number, including area code: (720) 696-8100

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 1.01 Entry Into a Material Definitive Agreement.

On August 8, 2017, Viveve Medical, Inc. (the "Company") entered into an exclusive distribution agreement (the "Distribution Agreement") with InControl Medical, LLC ("ICM"), a Wisconsin limited liability company focused on women's health, pursuant to which the Company will directly market, promote, distribute and sell ICM's products to licensed medical professional offices and hospitals. The products to be distributed by the Company include ICM's InTone™, InToneMV™, ApexM™, and Intensity™ products.

Under the terms of the Distribution Agreement, ICM agreed to not directly or indirectly appoint or authorize any third party to market, promote, distribute or sell any of the licensed products to any licensed medical professional offices and hospitals in the United States. In exchange, the Company agreed to not market, promote, distribute or sell (or contract to do so) any product which substantially replicates all or almost all of the key features of the licensed products, including (i) the combination of an expandable member and electrostimulation; or (ii) the combination of an expandable member and vibration for stimulation. In addition, the parties agreed to certain mutual marketing obligations to promote sales of the licensed products.

In connection with the Distribution Agreement, the Company also entered into a Membership Unit Subscription Agreement with ICM and the associated limited liability company operating agreement of ICM, pursuant to which the Company invested $2,500,000 in, and acquired membership units of, ICM.

On August 10, 2017, the Company issued a press release announcing its entry into the Distribution Agreement and Membership Unit Subscription Agreement. A copy of the Company's press release is furnished as Exhibit 99.1 to this report on Form 8-K.

The foregoing description of the Distribution Agreement and the Subscription Agreement is only a summary and is qualified in its entirety by reference to the full text of each of the Distribution Agreement and Subscription Agreement. The Company intends to file a copy of each of the Distribution Agreement and the Subscription Agreement as an exhibit to its Quarterly Report on Form 10-Q for its fiscal quarter ending September 30, 2017, portions of which will be subject to a FOIA Confidential Treatment Request to the Securities and Exchange Commission pursuant to Rule 24b-2 under the Securities Exchange Act of 1934, as amended.

Item 2.02. Results of Operations and Financial Condition.

On August 10, 2017, the Company issued a press release announcing its results for the quarter ended June 30, 2017. A copy of the Company's press release is furnished as Exhibit 99.1 to this report on Form 8-K.

The information in this Item 2.02 (including Exhibit 99.1) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	Press Release issued by the Company on August 10, 2017.

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.

Date: August 10, 2017

Viveve Medical, Inc.

By: /s/ Scott Durbin
Scott Durbin
Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	Press Release issued by the Company on August 10, 2017.

Exhibit 99.1

Viveve Announces Second Quarter 2017 Financial Results and

Strategic Partnership with InControl Medical, LLC

Company achieves record global treatment tip sales with 46% growth over first quarter and acquires exclusive U.S. distribution rights for incontinence products to healthcare providers in U.S.

ENGLEWOOD, CO -- (Marketwired) – August 10, 2017 -- Viveve Medical Inc. ("Viveve") (NASDAQ: VIVE), a medical technology company focused on women's health, today reported financial results for the second quarter ended June 30, 2017 and announced it has entered into an exclusive distribution agreement and strategic investment with InControl Medical, LLC ("InControl Medical") of Brookfield, Wisconsin, a medical device company that manufactures and distributes devices to treat various incontinence conditions and strengthen pelvic floor muscles.

"During the second quarter, we continued to achieve our commercial objectives and experienced growing demand for our innovative technology in the U.S. We also reached a number of important milestones that support our global commercialization strategy," said Patricia Scheller, chief executive officer and director of Viveve.

Q2 2017 Business Highlights

- Recognized $3.1 million in total revenue for the second quarter of 2017
- Achieved record number of global treatment tip sales of approximately 3,300 units – a 46% increase over the first quarter of 2017
- Recorded strong U.S. capital sales with 60% of the second quarter of 2017 system sales attributed to the U.S. market
- Secured $30 million debt financing to support continued global expansion and commercial operations
- Selected for inclusion in the 2017 Russell 2000 Index
- Opened new corporate headquarters in Englewood, Colorado
- Expanded U.S. sales organization to 23 total in-field representatives to meet growing demand and customer support
- Received regulatory approval in South Korea for expanded indication to include vaginal laxity

Q2 2017 Financial Results

Revenue for the second quarter of 2017 totaled $3,076,000 from the sale of 45 systems, 27 of which were sold in the U.S. market through direct sales, and approximately 3,300 treatment tips, compared to revenue of $1,556,000 for the same period in 2016, an increase of almost 100% year over year. Sales in the second quarter of 2016 included 40 systems and a much smaller quantity of treatment tips that were sold entirely outside the U.S. to Viveve distribution partners.

Gross profit for the second quarter of 2017 was $1,239,000, or 40% of revenue, compared to gross profit of $534,000, or 34% of revenue, for the same period in 2016. The increase in gross profit was primarily due to sales of 45 systems in the second quarter of 2017, which included 27 systems sold in the U.S. market through direct sales.

Total operating expenses for the second quarter of 2017 were $10,302,000, up from $5,078,000 in the same period in 2016, primarily as a result of increased costs to support U.S. commercialization and expansion into new international markets, research and development efforts, and strategies to protect our intellectual property, as well as other general corporate expenses. Selling, general and administrative expenses for the second quarter of 2017 increased primarily due to increased sales and marketing efforts to build brand and market awareness, expenses associated with being a public company.

Net loss for the second quarter of 2017 was $10,425,000, or a loss of $0.54 per share, compared with a net loss of $5,316,000, or a loss of $0.66 per share, for the same period in 2016.

Cash and cash equivalents were $31,060,000 as of June 30, 2017, an increase of $22,974,000 from $8,086,000 as of December 31, 2016.

Viveve now has an installed base of 304 systems worldwide, 87 of which were sold in the first half of 2017.

InControl Medical Distribution Agreement and Strategic Investment
“Completing an agreement with InControl Medical represents a significant opportunity for Viveve in the U.S. professional healthcare market. The addition of InControl Medical’s FDA cleared medical devices for stress, urge, and mixed incontinence as well as their products to improve pelvic floor strength enhances our portfolio with a range of high quality products that are used by healthcare professionals within Viveve’s currently targeted specialties,” said Ms. Scheller.

The finalized agreement grants Viveve exclusive distribution rights to all InControl Medical products for sale to healthcare providers in the United States. Viveve will also make a $2.5 million equity investment in InControl Medical.

“In addition to InControl Medical’s innovative devices to treat incontinence, their products aimed at improving patients’ pelvic floor strength and health complement the effectiveness of Viveve’s Geneveve treatment, that currently has regulatory clearance or approval in over 50 countries for the treatment of vaginal laxity and/or the improvement of sexual function. In the United States, the Viveve System is cleared by the FDA for general surgical procedures for electrocoagulation and hemostasis,” Ms. Scheller continued.

“We are pleased with the opportunity to partner with Viveve to enable wider distribution of our clinically proven devices to U.S. medical professionals who can help the millions of patients suffering from pelvic floor and related incontinence conditions. Our hope is that these products will allow more women to have better control and an improved quality of life. Viveve and InControl share a dedicated commitment to advancing solutions for women’s health,” said Herschel Peddicord, founder and chief executive officer of InControl Medical.

According to the National Association for Incontinence, an estimated 25 million adult Americans suffer from some form of urinary incontinence, and 75-80% of people affected are women. The proven-effective products by InControl Medical further expand the Viveve focus on therapeutic solutions that effectively address common conditions and unmet needs in women’s health.

Conference Call Information
The company will host a live conference call at 5:00 p.m. ET today. The conference call can be accessed at to http://dpregister.com/10110844. The dial-in telephone number will be provided upon registration either in advance of or at the time of the conference call. The conference call will be archived on the company’s website at http://ir.viveve.com/ir-calendar.

About Viveve
Viveve Medical, Inc. is a women's health and wellness company passionately committed to advancing new solutions to improve women's overall well-being and quality of life. The internationally patented Viveve® System, that delivers the GENEVEVE™ treatment, incorporates clinically-proven cryogen-cooled, monopolar radiofrequency (CMRF) energy-based technology to uniformly deliver volumetric heating while gently cooling surface tissue to generate robust neocollagenesis in one 30-minute in-office session.

In the United States, the Viveve System is cleared by the FDA for general surgical procedures for electrocoagulation and hemostasis. Consistent with approvals in many countries internationally, Viveve is currently in the process of submitting an IDE to the FDA to conduct a pivotal study on use of the device in the United States for improvement in sexual function. For more information visit Viveve's website at www.viveve.com.

About InControl Medical
InControl Medical, LLC is an innovative medical device company with a drive to establish its cost-effective, non-invasive devices as standard of care for male and female bladder and bowel leakage. The Company believes that first-line treatment should focus on improving the strength and support of the pelvic floor, restoring continence naturally. InControl Medical is the only company with treatment solutions for all types of incontinence in both men and women and the only company with a single device treatment for female stress, urge, and mixed urinary incontinence. The company has sold over 64,000 devices worldwide. For more information visit the InControl Medical website at www.incontrolmedical.com.

Safe Harbor Statement
All statements in this press release that are not based on historical fact are "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. While management has based any forward-looking statements included in this press release on its current expectations, the information on which such expectations were based may change. These forward-looking statements rely on a number of assumptions concerning future events and are subject to a number of risks, uncertainties and other factors, many of which are outside of our control, which could cause actual results to materially differ from such statements. Such risks, uncertainties and other factors include, but are not limited to, the fluctuation of global economic conditions, the performance of management and our employees, our ability to obtain financing, competition, general economic conditions and other factors that are detailed in our periodic and current reports available for review at www.sec.gov. Furthermore, we operate in a highly competitive and rapidly changing environment where new and unanticipated risks may arise. Accordingly, investors should not place any reliance on forward-looking statements as a prediction of actual results. We disclaim any intention to, and undertake no obligation to, update or revise forward-looking statements to reflect events or circumstances that subsequently occur or of which we hereafter become aware.

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VIVEVE MEDICAL, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share data)
(unaudited)

	June 30, 2017	December 31, 2016
ASSETS		
Current assets:		
Cash and cash equivalents	$ 31,060	$ 8,086
Accounts receivable	3,800	2,091
Inventory	2,043	2,687
Prepaid expenses and other current assets	1,888	1,066
Total current assets	38,791	13,930
Property and equipment, net	987	483
Other assets	132	136
Total assets	$ 39,910	$ 14,549
LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)		
Current liabilities:		
Accounts payable	$ 3,344	$ 3,086
Accrued liabilities	2,181	2,186
Note payable, current portion	-	1,867
Total current liabilities	5,525	7,139
Note payable, noncurrent portion	18,392	7,762
Other noncurrent liabilities	-	53
Total liabilities	23,917	14,954
Stockholders’ equity (deficit):		
Common stock and paid in capital	101,735	68,217
Accumulated deficit	(85,742)	(68,622)
Total stockholders’ equity (deficit)	15,993	(405)
Total liabilities and stockholders’ equity (deficit)	$ 39,910	$ 14,549

VIVEVE MEDICAL, INC.
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)
(unaudited)

	Three Months Ended June 30,		Six Months Ended June 30,	
	2017	2016	2017	2016
Revenue	$ 3,076	$ 1,556	$ 6,117	$ 2,840
Cost of revenue	1,837	1,022	3,456	1,958
Gross profit	1,239	534	2,661	882
Operating expenses:				
Research and development	3,440	2,463	5,828	4,259
Selling, general and administrative	6,862	2,615	12,312	5,163
Total operating expenses	10,302	5,078	18,140	9,422
Loss from operations	(9,063)	(4,544)	(15,479)	(8,540)
Interest expense, net	(1,345)	(765)	(1,608)	(873)
Other expense, net	(17)	(7)	(33)	(9)
Comprehensive and net loss	$ (10,425)	$ (5,316)	$ (17,120)	$ (9,422)
Net loss per share:				
Basic and diluted	$ (0.54)	$ (0.66)	$ (1.10)	$ (1.21)
Weighted average shares used in computing net loss per common share				
Basic and diluted	19,373,322	8,080,737	15,539,840	7,786,889