
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): July 16, 2018

MetaStat, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

000-52735

(Commission File Number)

20-8753132

(IRS Employer Identification No.)

**27 Drydock Ave., 2nd Floor
Boston, Massachusetts 02210**

(Address of principal executive offices and zip code)

(617) 531-6500

(Registrant's telephone number including area code)

(Registrant's former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of 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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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))
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Item 8.01. Other Events.

On July 16, 2018, MetaStat, Inc. (the “Company”) announced it will file a Form 15 with the Securities and Exchange Commission (the “SEC”) on July 16, 2018 to voluntarily deregister its common stock under Section 12(g) of the Securities Exchange Act of 1934, as amended (“Exchange Act”), and suspend its reporting obligations under Section 15(d) of the Exchange Act. The Company also announced the voluntary withdrawal from trading on the OTCQB exchange, operated by OTC Markets Group. The unanimous decision of the Company's board of directors to file the Form 15 was based on a thorough review of the benefits and risks associated with being a public company.

A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release dated July 16, 2018.

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 thereunto duly authorized.

□

METASTAT, INC.

Dated: July 16, 2018

By: /s/ Douglas A. Hamilton

Name: Douglas A. Hamilton

Title: President, CEO and Director



MetaStat Voluntarily Withdraws Listing on the OTCQB and Files Form 15 to Suspend its Reporting Obligations

BOSTON, July 16, 2018 (BUSINESS WIRE) -- MetaStat, Inc. (OTCQB: MTST) (the "Company"), a precision medicine company developing novel anti-metastatic drugs for the treatment of patients with aggressive cancer, today announced the Company is voluntarily deregistering its common stock under Section 12(g) of the Securities Exchange Act of 1934, as amended ("Exchange Act") and suspending its reporting obligations under Section 15(d) of the Exchange Act by filing a Form 15 with the Securities and Exchange Commission (the "SEC") on July 16, 2018.

"After a thorough review of the benefits and risks associated with being a public company, management and the board of directors felt deregistering as an SEC reporting company is in the best interest of the Company and all shareholders," stated Douglas A. Hamilton, President and CEO of MetaStat. "It has been clear for some time the Company was not benefiting from the public listing as the market capitalization, access to capital and liquidity decreased despite the Company generating positive data and executing on its product development milestones."

The Company's reporting obligations with the SEC are suspended immediately upon filing the Form 15, including its obligations to file annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K. The Company expects termination of its duty to file all other reports with the SEC will become effective in 90 days.

The Company's common stock is currently quoted on the OTCQB, operated by OTC Markets Group. The Company expects its common stock will continue to be quoted on the OTCQB until its periodic reporting obligations under the Exchange Act are suspended, at which time the Company anticipates its common stock will trade on OTC Pink Market, so long as market makers demonstrate an interest in trading in the Company's common stock. However, there is no assurance trading in the Company's common stock will continue on the OTC Pink Market or on any other securities exchange or quotation medium.

About MetaStat, Inc.

MetaStat is a precision medicine company dedicated to improving the survival of patients with aggressive cancer. Our goal is to transform aggressive cancer into a manageable disease. MetaStat's therapeutic approach targets the MENA pathway, a critical metastatic pathway responsible for driving tumor resistance and the spread of aggressive cancer. MetaStat is developing novel inhibitors targeting the MAPKAPK2 pathway based on the discovery of its role in the activation of the MENA pathway. MetaStat is leveraging a proven and highly successful strategy in oncology through the development of small molecule inhibitors.

Forward-Looking Statements

This press release contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act, and such forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. You are cautioned that such statements are subject to a multitude of risks and uncertainties that could cause future circumstances, events or results to differ materially from those projected in the forward-looking statements as a result of various factors and other risks, including those set forth in the company's Form 10-K and its other filings filed with the SEC. You should consider these factors in evaluating the forward-looking statements included herein, and not place undue reliance on such statements. The forward-looking statements in this release are made as of the date hereof and the company undertakes no obligation to update such statements.

MetaStat, Inc.
Daniel Schneiderman
Phone: (617) 531-0870
Email: dschneiderman@metastat.com

Source: MetaStat, Inc.
