

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): **February 3, 2016**

**Onconova Therapeutics, Inc.**

(Exact name of Registrant as specified in its charter)

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

**001-36020**  
(Commission  
File Number)

**22-3627252**  
(I.R.S. Employer  
Identification No.)

**375 Pheasant Run  
Newtown, PA 18940  
(267) 759-3680**

(Address, including Zip Code, and Telephone Number, including Area Code, of Registrant's Principal Executive Offices)

**Not Applicable**

(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 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 (17CFR 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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On February 3, 2016, Onconova Therapeutics, Inc. (the "Company") received approval from the NASDAQ Stock Market ("NASDAQ") and determined to affect the transfer of the listing of the Company's common stock from the NASDAQ Global Select Market to the NASDAQ Capital Market. This transfer will be effective at the opening of business on Friday, February 5, 2016. The Company's common stock will continue to trade under the symbol "ONTX." The NASDAQ Capital Market is a continuous trading market that operates in substantially the same manner as the NASDAQ Global Select Market and listed companies must meet certain financial requirements and comply with NASDAQ's corporate governance requirements.

As previously reported, the Company was notified by NASDAQ on September 29, 2015 that for the preceding 30 consecutive business days, the Company's Market Value of Listed Securities ("MVLS") had closed below the minimum \$50,000,000 requirement for continued listing on the NASDAQ Global Select Market, set forth in NASDAQ Listing Rule 5450(b)(2)(A). In anticipation of not regaining compliance with NASDAQ Listing Rule 5450(b)(2)(A) by March 28, 2016, the end of its initial 180-day grace period, the Company applied to transfer the listing of its stock to the NASDAQ Capital Market. The transfer to the NASDAQ Capital Market will resolve the deficiency notice the Company received from the NASDAQ Global Select Market. In recent weeks, however, the Company's stock price has traded below the minimum bid price necessary to maintain its listing on the NASDAQ Capital Market. If the Company's bid price does not increase in the near term, the Company will receive a new deficiency notice from the NASDAQ Capital Market, which would be subject to a new 180-day period to achieve compliance, and will consider further options to meet requirements in order to continue its NASDAQ listing.

On February 4, 2016, the Company issued a press release announcing the approval to list its securities on the NASDAQ Capital Market. The full text of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

99.1 Press release of Onconova Therapeutics, Inc., dated February 4, 2016

2

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: February 4, 2016

Onconova Therapeutics, Inc.

By: /s/ Ajay Bansal

Name: Ajay Bansal

Title: Chief Financial Officer

3

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**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of Onconova Therapeutics, Inc., dated February 4, 2016

4

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## Onconova Therapeutics, Inc. Announces Listing Transfer to NASDAQ Capital Market

**NEWTOWN, PA, February 4, 2016** — Onconova Therapeutics, Inc. (NASDAQ: ONTX), a clinical-stage biopharmaceutical company focused on discovering and developing novel products to treat cancer, today announced that it received a positive determination from the NASDAQ Stock Market granting approval of the Company's request to transfer its listing to the NASDAQ Capital Market from the Nasdaq Global Select Market. The Company's securities will begin trading on the NASDAQ Capital Market effective at the start of trading on Friday, February 5, 2016. The Company's shares will continue to trade on NASDAQ under the symbol "ONTX."

The transfer to the NASDAQ Capital Market will resolve the September 29, 2015 deficiency notice the Company received from the NASDAQ Stock Market relating to the market value of its listed securities. In recent weeks, however, the Company's stock price has traded below the minimum bid price necessary to maintain its listing on the NASDAQ Capital Market. If the Company's bid price does not increase in the near term, it will consider further options to meet requirements in order to continue its NASDAQ listing.

### About Onconova Therapeutics, Inc.

Onconova Therapeutics is a Phase 3 clinical-stage biopharmaceutical company focused on discovering and developing novel products to treat cancer. Onconova's clinical and pre-clinical stage drug development candidates are derived from its extensive chemical library and are designed to work against specific cellular pathways that are important in cancer cells, while causing minimal damage to normal cells. In addition to rigosertib, the Company's most advanced product candidate, two other candidates are clinical stage, and several candidates are in pre-clinical stages. For more information, please visit <http://www.onconova.com>.

### Forward Looking Statements

Some of the statements in this release are forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995, which involve risks and uncertainties. These statements relate to future events or Onconova Therapeutics, Inc.'s future operations, clinical development of Onconova's product candidates and presentation of data with respect thereto, regulatory approvals, expectations regarding the sufficiency of Onconova's cash and other resources to fund operating expenses and capital expenditures, Onconova's anticipated milestones and future expectations and plans and prospects. Although Onconova believes that the expectations reflected in such forward-looking statements are reasonable as of the date made, expectations may prove to have been materially different from the results expressed or implied by such forward-looking statements. Onconova has attempted to identify forward-looking statements by terminology including "believes," "estimates," "anticipates," "expects," "plans," "intends," "may," "could," "might," "will," "should," "approximately" or other words that convey uncertainty of future events or outcomes. These statements are only predictions and involve known and unknown risks, uncertainties, and other factors, including Onconova's need for additional financing and current plans and future needs to scale back operations if adequate financing is not obtained, the success and timing of Onconova's clinical trials and regulatory approval of protocols, and those discussed under the heading "Risk Factors" in Onconova's most recent Annual Report on Form 10-K and quarterly reports on Form 10-Q.

Any forward-looking statements contained in this release speak only as of its date. Onconova undertakes no obligation to update any forward-looking statements contained in this release to reflect events or circumstances occurring after its date or to reflect the occurrence of unanticipated events.

CONTACT: Onconova Therapeutics

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