

22nd Century Group, Inc.
Form 8-K
August 20, 2012

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 14, 2012

22nd Century Group, Inc.

(Exact Name of Registrant as Specified in Charter)

| | | |
|---------------------------------------------------|--------------------------|-----------------------------------------|
| Nevada | 000-54111 | 98-0468420 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

9530 Main Street

14031

Clarence, New York

(Zip Code)

(Address of Principal Executive Office)

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

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 1.01 Entry into a Material Definitive Agreement.

On August 14, 2012, 22nd Century Limited, LLC (the “Company”), a wholly owned subsidiary of 22nd Century Group Inc., entered an agreement (the “Amendment”) amending the Company’s exclusive worldwide license agreement (“License Agreement”) with North Carolina State University. The material terms of the Amendment are as follows: (i) extension by three (3) additional years of the dates of various milestones to be fulfilled by the Company; (ii) extension of the term of the License Agreement by more than two (2) additional years to September 16, 2023; and (iii) clarification and confirmation that six (6) previously granted patents, among others, have been and continue to be part of the License Agreement.

The foregoing description of the Amendment is not complete and is qualified in its entirety by reference to the Amendment, which is attached hereto as Exhibit 10.1 and incorporated herein by this reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.1 First Amendment to the Exclusive License Agreement between North Carolina State University and 22nd Century Group Inc.

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/ Joseph Pandolfino

Date: August 20, 2012 Joseph Pandolfino

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Chief Executive Officer