

**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): **March 23, 2016**

SUNSHINE HEART, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

001-35312

(Commission File Number)

68-0533453

(IRS Employer
Identification No.)

**12988 Valley View Road
Eden Prairie, Minnesota 55344**

(Address of principal executive offices) (Zip Code)

(952) 345-4200

(Registrant's telephone number, including area code)

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

On March 23, 2016, the Nasdaq Stock Market ("*Nasdaq*") notified Sunshine Heart, Inc. (the "*Company*") that it no longer complies with Rule 5550(a)(2) (the "*Minimum Bid Price Rule*"), as the bid price of the Company's shares of common stock ("*Common Stock*") closed below the minimum \$1.00 per share for the 30 consecutive business days prior to the date of the notice. In accordance with Rule 5810(c)(3)(A), the Company will be provided 180 calendar days, or until September 19, 2016, to regain compliance with the Minimum Bid Price Rule. The Company may regain compliance with the Minimum Bid Price Rule if the closing bid price of the Common Stock is \$1.00 per share or more for a minimum of 10 consecutive business days at any time before September 19, 2016.

The Nasdaq letter further states that if compliance with the Minimum Bid Price Rule cannot be demonstrated by September 19, 2016, the Company may be eligible for a second 180 day period to regain compliance. To be eligible for the second 180 day compliance period, (i) the Company must meet the market value of publicly held shares requirement for continued listing and all other applicable standards for initial listing on The Nasdaq Capital Market set forth in Marketplace Rule 5505 (except the bid price requirement), (ii) the Company must provide Nasdaq with written notice of its intention to cure the deficiency, through a reverse stock split, if necessary, and (iii) Nasdaq must determine that the Company will be able to cure the deficiency.

If the Company does not regain compliance with the Minimum Bid Price Rule prior to September 19, 2016 and is not eligible for the second 180 day compliance period, then Nasdaq will notify the Company that the Common Stock will be subject to delisting. At such time, the Company may appeal Nasdaq's delisting determination.

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.

Dated: March 25, 2016

SUNSHINE HEART, INC.

By: /S/ CLAUDIA DRAYTON
Name: Claudia Drayton
Title: Chief Financial Officer and Secretary