
**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

June 30, 2017 (June 28, 2017)
Date of Report (Date of earliest event reported)



HELIUS MEDICAL TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

WYOMING
(State or other jurisdiction
of incorporation or organization)

000-55364
(Commission
File Number)

36-4787690
(I.R.S. Employer
Identification No.)

(Exact name of registrant as specified in charter)

Suite 400, 41 University Drive
Newtown, Pennsylvania, 18940
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (215) 809-2018

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 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 7.01 Regulation FD Disclosure

On June 28, 2017, Helius Medical Technologies, Inc. (the “Company”) issued a press release announcing the closing of a CAD \$7.0 million (US\$ 5,275,900) private placement. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this “Report”).

The information in this Report, including Exhibit 99.1 hereto, is furnished pursuant to Item 7.01 and 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, except as expressly set forth by specific reference in such a filing. The Company’s submission of this Report shall not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

This Report and Exhibit 99.1 hereto contain forward-looking statements within the meaning of the federal securities laws. These forward looking statements are based on current expectations and are not guarantees of future performance. Further, the forward-looking statements are subject to the limitations listed in Exhibit 99.1 and in the other reports of the Company filed with the Securities and Exchange Commission, including that actual events or results may differ materially from those in the forward-looking statements.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits****Exhibit
Number****Exhibit Description**

99.1 Press Release, dated June 28, 2017

SIGNATURE

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.

HELIUS MEDICAL TECHNOLOGIES, INC.

Dated: June 30, 2017

By: /s/ Joyce LaViscount

Joyce LaViscount, Chief Financial Officer



**Helius Medical Announces Closing of CAD\$7.0 Million
Private Placement**

NEWTOWN, PA – June 27, 2017 – Helius Medical Technologies, Inc. (TSX: HSM and HSM.WT and OTCQB: HSDT) (“Helius” or the “Company”), a medical technology company focused on the treatment of neurological symptoms caused by disease or trauma, is pleased to announce that it has completed a non-brokered private placement (the “**Private Placement**”) of 4,000,000 shares of Class A Common Stock (the “**Shares**”) at a price of CAD\$1.75 (US\$1.32) per Share for aggregate gross proceeds of CAD\$7,000,000 (US\$ 5,275,900).

The net proceeds of the Private Placement will be used by the Company for submissions to the U.S. Food and Drug Administration, the launch of a clinical trial investigating the PoNS™ Therapy for the rehabilitation of chronic symptoms multiple sclerosis patients and for general corporate purposes.

All Shares issued pursuant to the Private Placement are subject to a hold period under applicable Canadian securities laws, which will expire four months plus one day from the date of closing of the Private Placement.

The Shares issued under the Private Placement have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or any state securities laws, and accordingly, are “restricted securities” for U.S. securities law purposes. Such shares may not be offered or sold within the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom, such as Rule 144 of the U.S. Securities Act, which will first permit sales in the United States beginning six months after the date of closing of the Private Placement. The Shares may not be the subject of hedging transactions unless such transactions are conducted in compliance with the U.S. Securities Act. This news release does not constitute an offer to sell or a solicitation of an offer to buy any of the Company’s securities in the United States.

About PoNS™ Therapy

The Portable Neuromodulation Stimulator (PoNS) is an investigational non-invasive device designed to deliver neurostimulation through the tongue. PoNS Therapy combines the use of the device with physical or cognitive therapy and is currently being evaluated in a multicenter clinical trial for the treatment of balance disorder for subjects with mild to moderate Traumatic Brain Injury.

About Helius Medical Technologies, Inc.

Helius Medical Technologies is a medical technology company focused on neurological wellness. Helius seeks to develop, license and acquire unique and non-invasive platform technologies that amplify the brain's ability to heal itself. For more information, please visit www.heliusmedical.com.

Cautionary Disclaimer Statement:

Certain statements in this news release are not based on historical facts and constitute forward-looking statements or forward-looking information within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and Canadian securities laws ("**forward-looking statements**").

All statements other than statements of historical fact included in this news release are forward-looking statements that involve risks and uncertainties. Such forward-looking statements include, among others, statements regarding the expected use of proceeds from the Private Placement and the business objectives of the Company.

Forward-looking statements are often identified by terms such as "will", "may", "should", "anticipate", "expects" and similar expressions.

There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Important factors that could cause actual results to differ materially from the Company's expectations include the necessity of conducting successful clinical testing to establish safety and effectiveness of the PoNS Therapy for human performance improvement, the requirement for regulatory approval for marketing for human performance improvement prior to the Company's ability to commercialize the PoNS Therapy for such indications, and other risks detailed from time to time in the filings made by the Company with securities regulators.

The reader is cautioned that assumptions used in the preparation of any forward-looking statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted, as a result of numerous known and unknown risks, uncertainties, and other factors, many of which are beyond the control of the Company. The reader is cautioned not to place undue reliance on any forward-looking statement. Such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated. Forward-looking statements contained in this news

release are expressly qualified by this cautionary statement. Risks and uncertainties about the Company's business are more fully discussed in the Company's Transition Report on Form 10-K for the period ended December 31, 2016, which has been filed with the United States Securities and Exchange Commission and the Canadian securities regulators and which can be obtained from either at www.sec.gov or www.sedar.com, and the Company's other filings with the SEC and Canadian securities regulators from time to time.

The forward-looking statements contained in this news release are made as of the date of this news release and the Company assumes no obligation to update any forward-looking statement or to update the reasons why actual results could differ from such statements except to the extent required by law.

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