

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

Form 6-K

**REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of December, 2019.

Commission File Number: **001-38524**

Titan Medical Inc.

(Exact Name of Registrant as Specified in Charter)

**155 University Avenue, Suite 750
Toronto, Ontario M5H 3B7
Canada**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.
Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): ____

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): ____

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

**Exhibit 99.1 on this Report on Form 6-K will be deemed to be incorporated by reference into the Registrant's Form F-3 registration statement filed on July 30,
2019 (File No. 333-232898).**

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, thereunto duly authorized.

TITAN MEDICAL INC.
(Registrant)

Date: December 17, 2019

By: /s/ Stephen Randall
Name: Stephen Randall
Title: Chief Financial Officer

EXHIBIT INDEX

- 99.1 Material Change Report Dated November 5, 2019
- 99.2 News Release dated November 14, 2019

**Form 51-102F3
Material Change Report**

Item 1 Name and Address of Company

Titan Medical Inc. (the "Company" or "Titan")
170 University Avenue
Suite 1000
Toronto, Ontario
M5H 3B3

Item 2 Date of Material Change

October 25, 2019.

Item 3 News Release

The press release attached as Schedule "A" was disseminated through Business Wire on October 25, 2019 with respect to the material change.

Item 4 Summary of Material Change

On October 25, 2019, the Company announced that it would issue units ("Units") at a price of US \$0.45 per Unit for total gross proceeds of a minimum of US \$15,000,000 and a maximum of US \$25,000,000. Each Unit is comprised of a one common share ("Common Share") of the Company and one Common Share purchase warrant ("Warrant"). Each Warrant is exercisable for one Common Share at a price of US \$0.55 for a period of five years following closing of the offering.

Item 5 Full Description of Material Change*5.1 Full Description of Material Change*

Please see the press release attached as Schedule "A".

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6 Reliance on subsection 7.1 (2) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

The following executive officer is knowledgeable about the material changes and may be contacted about this report:

Stephen Randall
Chief Financial Officer
(416) 548-7522 (ext. 152)

Email: stephen@titanmedicalinc.com
Website: www.titanmedicalinc.com

Item 9 Date of Report

November 5, 2019.

Schedule "A"

[See Attached]

Titan Medical Announces Pricing of Marketed Offering

TORONTO, October 25, 2019 – **Titan Medical Inc.** (“Titan” or the “Company”) (TSX:TMD) (Nasdaq:TMDI), a medical device company focused on the design, development and commercialization of a robotic surgical system for application in minimally invasive surgery (“MIS”), is pleased to announce today that it has priced its previously announced marketed offering (the “Offering”) of units of the Company (the “Units”). Pursuant to the Offering, Titan will issue Units at a price of US \$0.45 per Unit for total gross proceeds of a minimum of US \$15,000,000 and a maximum of US \$25,000,000. Each Unit is comprised of one common share of the Company (a “Common Share”) and one Common Share purchase warrant of the Company (a “Warrant”). Each Warrant is exercisable for one Common Share at a price of US \$0.55, for a period of 5 years following the closing of the Offering.

An amended and restated preliminary short form prospectus dated October 15, 2019 (the “A&R Preliminary Prospectus”) has been filed in each of the provinces of Ontario, British Columbia and Alberta pursuant to National Instrument 44-101 - *Short Form Prospectus Distributions* and a corresponding registration statement on Form F-10 (the “Registration Statement”) has been filed with the United States Securities and Exchange Commission under the U.S.-Canada Multijurisdictional Disclosure System, each in respect of the Offering.

The Offering will be undertaken on a best efforts basis pursuant to the terms and conditions of an agency agreement to be entered into between the Company and Bloom Burton Securities Inc. (the “Agent”) and the Agent has appointed Northland Securities, Inc. as sub-agent with respect to the offer and sale of the Units in the United States. In connection with the Offering, the Agent will be paid a cash commission equal to 7.0% of the gross proceeds of the Offering and it will be issued that number of non-transferable broker warrants exercisable for Common Shares equal to 7.0% of the number of Units sold in the Offering. The Company also expects to grant to the Agent a 30-day over-allotment option to sell up to an additional 15% of the number of Units and/or Warrants offered in the Offering.

It is expected that closing of the Offering will occur on or about October 31, 2019, or such other date or dates as the Company and the Agent may agree.

The net proceeds of the Offering will be used to fund continued development work in connection with the Company’s robotic surgical system, as well as for working capital and other general corporate purposes. Further details are disclosed in the A&R Preliminary Prospectus, available at www.sedar.com and the Registration Statement, available at www.sec.gov.

The Offering is subject to a number of customary conditions, including, without limitation, receipt of all regulatory and stock exchange approvals. The Registration Statement has not yet become effective. The Units may not be sold nor may offers to buy be accepted in the United States prior to the time the Registration Statement becomes effective. This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Units, in any province, state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such province, state or jurisdiction.

About Titan

Titan Medical Inc. is focused on computer-assisted robotic surgical technologies for application in MIS. The Company is developing a single-port robotic surgical system comprised of a surgeon-controlled patient cart that includes a dual-view camera system with 3D and 2D high-definition vision options and multi-articulating instruments for performing MIS procedures, and a surgeon workstation that provides an advanced ergonomic interface to the patient cart and a 3D endoscopic view inside the patient's body. Titan intends to initially pursue gynecologic surgical indications for use of its single-port robotic surgical system.

For more information, please visit the Company's website at www.titanmedicalinc.com.

Forward-Looking Statements

This news release contains "forward-looking statements" within the meaning of applicable Canadian and U.S. securities laws. Such statements reflect the current expectations of management of the Company's future growth, results of operations, performance and business prospects and opportunities. Wherever possible, words such as "may", "would", "could", "will", "anticipate", "believe", "plan", "expect", "intend", "estimate", "potential for" and similar expressions have been used to identify these forward-looking statements. These statements, including with respect to the size of the Offering, the granting of the over-allotment option, the closing date of the Offering and the use of the net proceeds of the Offering, reflect management's current beliefs with respect to future events and are based on information currently available to management. Forward-looking statements involve significant risks, uncertainties and assumptions. Many factors could cause the Company's actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements, including, without limitation, those listed in the "Risk Factors" section of the Company's Annual Information Form dated March 29, 2019 (which may be viewed at www.sedar.com). Should one or more of these risks or uncertainties materialize, or should assumptions underlying the forward-looking statements prove incorrect, actual results, performance, or achievements may vary materially from those expressed or implied by the forward-looking statements contained in this news release. These factors should be considered carefully, and prospective investors should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in the news release are based upon what management currently believes to be reasonable assumptions, the Company cannot assure prospective investors that actual results, performance or achievements will be consistent with these forward-looking statements. Except as required by law, the Company expressly disclaims any intention or obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Contacts

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(310) 691-7100
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Titan Medical Reports Third Quarter 2019 Financial Results

TORONTO (November 14, 2019) – Titan Medical Inc. (TSX: TMD) (Nasdaq: TMDI) (“Titan” or “the Company”), a medical device company focused on the design and development of a single-port robotic surgical system for application in minimally invasive surgery (“MIS”), announces financial results for the three and nine months ended September 30, 2019.

All financial results are prepared in accordance with International Financial Reporting Standards (“IFRS”) and are reported in U.S. dollars, unless otherwise stated. The unaudited condensed interim financial statements and management’s discussion and analysis for the period ended September 30, 2019 may be viewed on SEDAR at www.sedar.com and on EDGAR at www.sec.gov.

David McNally, President and CEO of Titan, said, “The third quarter and recent weeks have been challenging for all of us at Titan, as inhospitable conditions in the equity capital markets have caused us to seek alternative sources of financing while suspending work for our single-port robotic surgery system. We are keenly focused on securing the funds necessary to complete the development of our system and subsequent regulatory filings. We see the market for single-port robotic surgery already developing, with experienced multi-port robotic surgeons recently reporting encouraging results from single-port urologic procedures performed with the leading robotic surgery manufacturer’s single-port offering. We believe that this success confirms the potential for surgeon adoption of single-port robotic surgery. With respect to gynecology, our initial area of focus, surgeons we have interviewed perceive clinical benefits relative to the potential for reduced patient trauma with single-port surgery versus traditional open, laparoscopic and multi-port robotic surgery.”

Mr. McNally concluded, “During the third quarter we announced completion of the surgeries associated with Good Laboratory Practices (“GLP”) studies. These studies were undertaken in preparation for submitting an Investigational Device Exemption (“IDE”) application to the U.S. Food and Drug Administration (“FDA”) for human confirmatory studies, which we plan to conduct after our financial position is secured and product development is completed. We are actively exploring alternative financing options, including strategic investments, while drawing on our \$35 million common stock purchase facility with Aspire Capital, in accordance with its terms.”

Business highlights and achievements for the third quarter of 2019 and recent weeks include:

- Expanded the Company’s global intellectual property portfolio to 47 patents issued and 82 patents pending, including the receipt of Titan’s first patent in China.
 - Completed the surgeries associated with GLP studies in preparation for an IDE submission to the FDA.
 - Completed the Human Factors Evaluation studies, which included verification of production system operation with clinical experts under rigorous formal (summative) human factors evaluation under simulated robotic manipulation exercises.
 - A European Notified Body completed audits of the Company’s quality system procedures and related documentation for ISO Certification.
 - Withdrew a planned public offering of units due to market conditions.
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Financial results for the three and nine months ended September 30, 2019 include:

- Research and development (“R&D”) expenses for the three and nine months ended September 30, 2019 were \$16,570,480 and \$49,339,766, respectively, compared with R&D expenses of \$9,143,987 and \$18,664,336, respectively, for the corresponding prior-year periods, as the Company accelerated advanced product development.
- Net and comprehensive loss for the three and nine months ended September 30, 2019 was \$1,564,196 and \$44,319,942, respectively, compared with a net and comprehensive loss of \$7,534,456 and \$14,228,570, respectively, for the three and nine months ended September 30, 2018. In addition to increased R&D expenses, the results for both 2019 periods include the impact of changes in warrant valuation.
- Cash, cash equivalents and deposits with service providers as of September 30, 2019 were \$3,499,344, compared with cash, cash equivalents and deposits with service providers of \$20,012,873 as of December 31, 2018.

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Contacts

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