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

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**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): **September 7, 2016**

**MEDICAL TRANSCRIPTION BILLING, CORP.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

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**333-192989**  
(Commission  
File Number)

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**22-3832302**  
(IRS Employer  
Identification No.)

**7 Clyde Road, Somerset, New Jersey, 08873**  
(Address of principal executive offices, zip code)

**(732) 873-5133**  
(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))
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**Item 8.01 Other Events**

On September 7, 2016, Medical Transcription Billing, Corp. (“MTBC”) filed a prospectus supplement for the offering of shares of our common stock pursuant to the MTBC Client Loyalty Program, under a Registration Statement on Form S-3 (Reg. No. 333-210391), dated May 9, 2016.

A copy of the opinion relating to the registration and offering, as described herein, is filed herewith as Exhibit 5.1.

A copy of the press release announcing this is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

Exhibit 5.1 Opinion of Mazzeo Song P.C.

Exhibit 23.1 Consent of Mazzeo Song P.C. (included in Exhibit 5.1)

Exhibit 99.1 Press Release issued September 7, 2016 by Medical Transcription Billing, Corp.

**SIGNATURE(S)**

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.

**Medical Transcription Billing, Corp.**

Date: September 7, 2016

By: /s/ Mahmud Haq

Mahmud Haq  
Chairman of the Board and Chief Executive Officer



[LETTERHEAD MAZZEO SONG P.C.]

September 7, 2016

Medical Transcription Billing, Corp.  
7 Clyde Road  
Somerset, New Jersey 08873

Re: Registration Statement on Form S-3 (File No. 333-210391)

Ladies and Gentlemen:

We have acted as counsel to Medical Transcription Billing, Corp., a Delaware corporation (the "Company"), in connection with the filing by the Company with the Securities and Exchange Commission (the "Commission") on April 14, 2016 of a registration statement on Form S-3, File No. 333-210391 (as amended, the "Registration Statement"), under the Securities Act of 1933, as amended (the "Act"), which was declared effective by the Commission on May 9, 2016. The Registration Statement relates to the proposed issuance and sale, from time to time, by the Company of shares of the Company's common stock, \$0.001 par value per share (the "Common Stock"), and shares of the Company's preferred stock, \$0.001 par value per share (the "Preferred Stock"). The Common Stock and Preferred Stock are to be sold from time to time as set forth in the Registration Statement, the prospectus contained therein (the "Prospectus"), and the supplements to the Prospectus.

We have examined the Registration Statement, together with the exhibits thereto and the documents incorporated by reference therein; the Prospectus, together with the documents incorporated by reference therein; and the prospectus supplement, dated September 7, 2016, filed with the Commission on September 7, 2016 pursuant to Rule 424(b) of the Act (the "Prospectus Supplement") in connection with the offering by the Company of up to 100,000 treasury shares of Common Stock (the "Shares") pursuant to its Client Loyalty Program.

In addition, we have examined originals or copies, certified or otherwise identified to our satisfaction, of such other instruments, documents, certificates and records which we have deemed relevant and necessary for the basis of our opinion hereinafter expressed. In such examination, we have assumed: (i) the authenticity of original documents and the genuineness of all signatures; (ii) the conformity to the originals of all documents submitted to us as copies; (iii) the truth, accuracy and completeness of the information, representations and warranties contained in the instruments, documents, certificates and records we have reviewed; (iv) that the Shares will be reissued in compliance with applicable U.S. federal and state securities laws and in the manner stated in the Registration Statement, Prospectus and Prospectus Supplement; and (v) the legal capacity of all natural persons. As to any facts material to the opinions expressed herein that were not independently established or verified, we have relied upon oral or written statements and representations of officers and other representatives of the Company.

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We express no opinion herein as to the laws of any state or jurisdiction, other than the Federal laws of the United States of America and the General Corporation Law of the State of Delaware, as such are in effect on the date hereof, and we have made no inquiry into, and we express no opinion as to, the statutes, regulations, treaties, common laws or other laws of any other nation, state or jurisdiction.

We express no opinion as to (i) the effect of any bankruptcy, insolvency, reorganization, arrangement, fraudulent conveyance, moratorium or other similar laws relating to or affecting the rights of creditors generally, (ii) rights to indemnification and contribution which may be limited by applicable law or equitable principles, or (iii) the effect of general principles of equity, including, without limitation, concepts of materiality, reasonableness, good faith and fair dealing, the effect of judicial discretion and the possible unavailability of specific performance, injunctive relief or other equitable relief, and the limitations on rights of acceleration, whether considered in a proceeding in equity or at law.

Based on the foregoing, we are of the opinion that the Shares, if and to the extent reissued by the Company pursuant to its Client Loyalty Program described in the Prospectus Supplement, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of our name wherever it appears in the Registration Statement, the Prospectus and Prospectus Supplement. In giving such consent, we do not believe that we are "experts" within the meaning of such term as used in the Act or the rules and regulations of the Commission issued thereunder with respect to any part of the Registration Statement, Prospectus and Prospectus Supplement.

Very truly yours,

*/s/ David S. Song*

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**MTBC Thanks Healthcare Provider Clients with Stock Awards**  
*Healthcare IT Company Launches First of its Kind Client Loyalty Program via LOYAL3*

SOMERSET, N.J.— September 7, 2016 (Marketwired) – MTBC (NASDAQ: MTBC), a leading provider of cloud-based healthcare IT and practice management solutions, today announced that it will provide its clients with shares of its publicly traded common stock in conjunction with the launch of its new, first of its kind, Client Loyalty Program.

MTBC's Client Loyalty Program is a special initiative enabling thousands of medical providers across its network to become shareholders. The program, which is the first of its kind offered by a healthcare IT company, is a way to thank clients for using MTBC's services and referring other physician practices and health organizations to MTBC. New MTBC clients will also be eligible to participate and receive awards.

"MTBC would not be where it is today without the dedicated network of physicians, practices and health organizations that share in our commitment of facilitating affordable, quality healthcare," said Stephen Snyder, MTBC President. "We appreciate their partnership and want them to have the opportunity to share in the benefits of our growth as they refer their colleagues to MTBC."

MTBC has partnered with SEC-registered online brokerage and technology company, LOYAL3, to administer MTBC's Client Loyalty Program and stock offering. LOYAL3 specializes in affinity offerings that enable companies to offer stock ownership to their employees, customers and partners.

"We're excited to help companies like MTBC enable their customers to become shareholders," said Josh Rutberg, Managing Director of LOYAL3. "It's an innovative way to show customers appreciation for their loyalty and support."

MTBC has filed a registration statement (including a prospectus and prospectus supplement) with the SEC for the offering to which this communication relates. Before you redeem your offer, you should read the prospectus in that registration statement and other documents MTBC has filed with the SEC for more complete information about MTBC and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov).

Alternatively, MTBC will arrange to send you the prospectus if you request it by calling Christine Petraglia at (646) 731-9817, or visiting <https://rewards.loyal3.com/docs/mtbc/prospectus.pdf>.

**About MTBC**

Medical Transcription Billing, Corp. is a healthcare information technology company that provides a fully integrated suite of proprietary web-based solutions, together with related business services, to healthcare providers throughout the United States. Our integrated Software-as-a-Service (or SaaS) platform helps our customers increase revenues, streamline workflows and make better business and clinical decisions, while reducing administrative burdens and operating costs. MTBC's common stock trades on the NASDAQ Capital Market under the ticker symbol "MTBC," and its Series A Preferred Stock trades on the NASDAQ Capital Market under the ticker symbol "MTBCP."

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For additional information, please visit our website at [www.mtbc.com](http://www.mtbc.com).

Follow MTBC on [TWITTER](#), [LINKEDIN](#) and [FACEBOOK](#).

#### **About LOYAL3**

LOYAL3 is an SEC-registered online brokerage and tech company that specializes in affinity stock offerings, enabling companies to give stock ownership to their customers, partners and employees. Its 3 core product offerings are: Stock Rewards, Capital Markets and Investing Platform. LOYAL3 has partnered with a number of leading consumer and B2B companies, including Virgin America, Square, GoPro and GoDaddy.

Accounts are held at LOYAL3 Securities, Inc.

Member FINRA ([www.finra.org](http://www.finra.org)), SIPC ([www.sipc.org](http://www.sipc.org)).

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#### **MTBC Disclaimer**

This press release is for information purposes only, and does not constitute an offer to sell or solicitation of an offer to buy, nor shall there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of such state or jurisdiction.

SOURCE MTBC

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