

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): February 25, 2013

PROPHASE LABS, INC.
(Exact name of Company as specified in its charter)

Nevada
(State or other
jurisdiction of incorporation)

0-21617
(Commission
File Number)

23-2577138
(I.R.S. Employer
Identification No.)

621 N. Shady Retreat Road
Doylestown, PA
(Address of principal executive offices)

18901
(Zip Code)

Company's telephone number, including area code: **(215) 345-0919**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company under any of the following provisions (*see* General Instruction A.2. below):

- 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 2.02. Results of Operations and Financial Condition

On February 25, 2013, Ted Karkus, the Chief Executive Officer of ProPhase Labs, Inc. (the “Company”), appeared in a televised interview on the cable news network Fox Business. During the interview, Mr. Karkus stated that the Company’s results for the period ended December 31, 2012 are expected to outperform the industry average for that time period.

A transcript of the applicable segment of the interview is attached hereto as Exhibit 99.1. The full interview is available for viewing on our website at <http://www.prophaselabs.com/>.

The information in this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Certain statements contained in this Form 8-K include statements that are “forward-looking statements.” There are risks that the Company faces that could cause actual results to be materially different from those that may be set forth in forward-looking statements made by the Company. There also may be additional risks that the Company does not presently know or that it currently believes are immaterial which could also impair its business and results of operations. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of their dates. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. Additional information regarding factors that could materially affect results and the accuracy of the forward-looking statements contained herein may be found in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011 as filed with the SEC on March 7, 2012, and any subsequent filings with the SEC.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

No.	Description
99.1	Transcript of interview with Mr. Karkus aired on February 25, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ProPhase Labs, Inc.

By: /s/ Robert V. Cuddihy, Jr.
Robert V. Cuddihy, Jr.
Chief Operating Officer and Chief Financial Officer

Date: February 27, 2013

Transcript of Segment of Ted Karkus Interview Aired on Fox Business on February 25, 2013

Host Ok, there was a 27% rise in the incidents of cold and flu in January.

Ted Karkus Correct.

Host In January, the category for cold and flu remedies, over the counter sales, went up 37%.

Ted Karkus 33%.

Host 33%.

Ted Karkus Correct.

Host So how much are your sales up?

Ted Karkus Okay, the other variables are, are you advertising and are you introducing new products? For the past two years, we have been advertising more and introducing more products. So Cold-EEZE cold remedy sales have actually been increasing faster than the category and faster than the incidents of upper respiratory illness.

Host So you are a publicly traded company and you cannot tell me precisely how much sales of Cold-EEZE went up in January, but you can tell me that you went up more than the industry average for that kind of remedy, 33%.

Ted Karkus Correct. The category was actually down in 2011, we were up 20%. In 2012 the category was down in the first nine months of the year, we were up 27%. That is what we reported. In the fourth quarter of 2012, the numbers are up even more, so you can expect that our numbers are up even more.
