

TRAVELZOO
Form 8-K
May 02, 2018

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): April 26, 2018

Travelzoo
(Exact name of registrant as specified in its charter)

Delaware	000-50171	36-4415727
(State or Other Jurisdiction of Incorporation)	(Commission (I.R.S. Employer File Number)	Identification No.)

590 Madison Avenue, 37th Floor New York, New York (Address of principal executive offices)	10022 (Zip Code)
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Registrant's telephone number, including area
code (212) 484-4900
(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 (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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 26, 2018, based on the unanimous approval by the compensation committee of the Board of Directors, Travelzoo entered into an option agreement with Rachel Barnett, General Counsel and a member of the Board of Directors. Ms. Barnett received options to purchase 50,000 shares of Travelzoo's common stock. The options vest in twelve equal installments. The first installment vested on April 26, 2018, and the remaining eleven installments will vest from June 30, 2018 to December 31, 2020.

The information set forth above relating to the option agreement between Travelzoo and Ms. Barnett is qualified in its entirety by reference to the full text of the agreement, which is filed as an exhibit to this report and is incorporated by reference herein.

SIGNATURES

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.

TRAVELZOO

Date: May 1, 2018 By: /s/ Glen Ceremony
Glen Ceremony
Chief Financial Officer

EXHIBIT INDEX

Exhibit Description

10.19 Non-qualified Option Agreement between Travelzoo and Rachel Barnett, dated April 26, 2018