

SMITH MICRO SOFTWARE INC
Form 8-K
October 05, 2017

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): September 29, 2017

Smith Micro Software, Inc.

(Exact name of Registrant as Specified in Its Charter)

Delaware 001-35525 33-0029027
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

51 Columbia

Aliso Viejo, CA

92656
(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (949) 362-5800

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 (see General Instructions 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))

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 8.01. Other Events.

As previously reported on May 8, 2017, Smith Micro Software, Inc., a Delaware corporation (the “Company”), received a written notification from The Nasdaq Stock Market LLC notifying the Company that it had failed to comply with Nasdaq’s Marketplace Rule 5550(b)(1) (the “Rule”) because the Company’s stockholders’ equity as of March 31, 2017 fell below the required minimum of \$2,500,000.

On September 29, 2017, the Company entered into a Securities Purchase Agreement with several investors for the issuance and sale (the “Offering”) of 5,500 shares of the Company’s newly designated Series B 10% Convertible Preferred Stock (the “Series B Preferred Stock”) at \$1,000 per share, for a total purchase price of \$5,500,000. In the Offering, the Company raised gross cash proceeds of \$2,700,000, and exchanged outstanding indebtedness with a principal amount of \$2,800,000. The Offering raised net cash proceeds of approximately \$2,400,000 (after deducting the placement agent fee and expenses of the Offering) and resulted in an increase in the Company’s stockholders’ equity of approximately \$5,200,000.

With the completion of the Offering on September 29, 2017, the Company believes that it has regained compliance with the Rule and its stockholders’ equity balance is now greater than \$2,500,000 as of the quarter ended September 30, 2017 and as of the date of this report.

Nasdaq will continue to monitor the Company’s ongoing compliance with the stockholders’ equity requirement and, if at the time of the Company’s next periodic report the Company does not evidence compliance, it may be subject to delisting from Nasdaq.

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 thereunto duly authorized.

Smith Micro Software, Inc.

Date: October 5, 2017 By: /s/ Timothy C. Huffmyer
Timothy C. Huffmyer
Vice President and Chief Financial Officer