

Edgar Filing: JAMBA, INC. - Form 8-K

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))

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 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On May 15, 2018, Jamba, Inc. (the “Company”) received a letter from The Nasdaq Stock Market LLC (“Nasdaq”) stating that the Company is not in compliance with Nasdaq’s filing requirements set forth in Listing Rule 5250(c)(1) as a result of the Company’s delay in filing its Quarterly Report on Form 10-Q for the quarter ended April 3, 2018 (“Q1 10-Q”). The notification states that the Company’s failure to file its Q1 10-Q may serve as an additional basis for the delisting of the Company’s securities from Nasdaq and that the Nasdaq Hearings Panel (the “Panel”) will consider this matter in their decision regarding the Company’s continued listing on The Nasdaq Global Market. The notification states that the Company has until May 22, 2018 to present its views with respect to this additional deficiency to the Panel.

As previously disclosed, the Company is also not in compliance with Nasdaq Listing Rules 5620(a) and 5810(c)(2)(G), since the Company has not yet held an annual meeting of stockholders within twelve months of the end of the Company’s fiscal year ended January 3, 2017.

The notification received has no immediate effect on the listing of the Company’s common stock on Nasdaq. The Company continues to work diligently with Jamba’s newly appointed auditor, Whitley Penn LLP to complete Q1 2018 financial statements, and to thereafter file the Q1 10-Q as soon as practicable.

The Company issued a press release on May 18, 2018 disclosing the Company’s receipt of the Nasdaq notification letter. A copy of the press release is attached as Exhibit 99.1 hereto.

Item 9.01 Financial Statements and Exhibits.
(d) Exhibits.

Exhibit No.	Description
99.1	<u>Press release dated May 18, 2018.</u>

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.

JAMBA, INC.

Date: May 18, 2018 By: /s/ Marie Perry
Marie Perry, Chief Financial Officer,
Chief Administrative Officer, Executive Vice President and Secretary