

GRAVITY Co., Ltd.
Form 6-K
March 08, 2019
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Form 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE
SECURITIES EXCHANGE ACT OF 1934

For the month of March 2019

Commission File Number 000-51138

GRAVITY CO., LTD.

(Translation of registrant's name into English)

15F, 396 World Cup buk-ro, Mapo-gu, Seoul 121-795, Korea

(Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F. Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

PUBLIC NOTICE FOR CONVOCAION OF THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF GRAVITY CO., LTD. (the "Company")

We would like to inform the Company's shareholders that the Annual General Meeting of Shareholders ("AGM") will be held pursuant to Article 22 of the Articles of Incorporation and that all shareholders registered as of December 31, 2018 are cordially invited to attend the Annual General Meeting of Shareholders.

1. Date and Time: Friday, March 29, 2019, at 10:00 A.M. (Seoul Time)

2. Venue: Conference Room #2 located at 3F, Business Tower, 396 World Cup buk-ro, Mapo-gu, Seoul 121-795 Korea

3. Agenda

a) Agenda to be reported

Agendum 1: Audit results, Business reports and Management's report on Internal Control over Financial Reporting for the Fiscal Year 2018 (from January 1, 2018 to December 31, 2018)

b) Agenda to be proposed for resolution

Agendum 1: Approval of Non-consolidated and Consolidated Financial Statements for the Fiscal Year 2018

2: Approval of Appointment of Directors

3: Approval of the Compensation Ceiling for Directors in 2019

Agendum 1: Approval of Non-consolidated and Consolidated Financial Statements for the Fiscal Year 2018

<Summary of Non-consolidated Financial Statements>

2017 2018

2017 2018

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| | (In millions of Korean Won) | | | (In millions of Korean Won) | |
|----------------------------|--------------------------------|---------|--------------------------|--------------------------------|---------|
| Total Assets | 111,417 | 106,005 | Revenues | 119,423 | 198,698 |
| Total liabilities | 66,384 | 28,217 | Operating Income | 13,676 | 40,451 |
| Capital stock | 3,474 | 3,474 | Income before income tax | 13,922 | 35,139 |
| Total shareholders' equity | 45,033 | 77,788 | Net Income(loss) | 12,982 | 32,677 |

<Summary of Consolidated Financial Statements¹⁾>

| | 2017 | 2018 | | 2017 | 2018 |
|----------------------------|--------------------------------|---------|--------------------------|--------------------------------|---------|
| | (In millions of Korean Won) | | | (In millions of Korean Won) | |
| Total Assets | 115,883 | 173,174 | Revenues | 141,623 | 286,770 |
| Total liabilities | 71,885 | 97,622 | Operating Income | 14,138 | 33,889 |
| Capital stock | 3,474 | 3,474 | Income before income tax | 14,458 | 34,439 |
| Total shareholders' equity | 43,998 | 75,552 | Net Income | 13,314 | 31,386 |

¹⁾ The consolidated subsidiaries as of December 31, 2018 are NeoCyon, Inc., Gravity Interactive, Inc., Gravity Entertainment Corporation, and Gravity Communications Co., Ltd.

Agendum 2: Approval of Appointment of Directors

- 6 persons were nominated for reappointment as the terms expire in March 2019 and 1 person was nominated for appointment:

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| Name | Major experience | Memo |
|---|---|---------------|
| Hyun Chul Park | Gravity Co., Ltd., Chief Executive Officer (2011-present), Corporate Management Office, Officer (2009-2011) | |
| | NeoCyon, Inc., Director (2009-present), Chief Operating Officer (2012-present), Chief Strategy Officer (2010-2012) | |
| | Gravity Interactive, Inc., Director (2014-present) | |
| | Gravity Communications Co., Ltd., Director (2018-present) | Reappointment |
| | Gravity Games Corporation, Director (2010-2018) GungHo Online Entertainment, Inc., General Manager, GV Business Division(Formerly known as International Business Division) (2007-present) | |
| Yoshinori Kitamura | Tokyo College of Technology (currently, Tokyo College of Automotive Technology), Diploma in Automotive Maintenance (1998) | |
| | Gravity Co., Ltd., Chairman of the Board of Directors (2011-present), Executive Director and Chief Operating Officer (2008-present) | |
| | NeoCyon, Inc., Chief Executive Officer (2009-present), Director (2008-2009) | |
| | Gravity Interactive, Inc., Chief Executive Officer (2008-present) | |
| | Gravity Entertainment Corporation, Chief Executive Officer (2008-present) | |
| | Gravity Communications Co., Ltd., Chief Executive Officer (2018-present) | Reappointment |
| | Gravity Games Corporation, Director (2010-2018) GungHo Online Entertainment, Inc., Director (2006-present), Executive General Manager of GV Business Division(Formerly known as International Business Division) (2007-present), General Manager of Marketing Division (2003-2007) | |
| Kazuki Morishita | Bunkyo University, B.A. in English Language and Literature (1992) | |
| | Gravity Co., Ltd., Executive Director (2008-present) | Reappointment |
| | GungHo Online Entertainment, Inc., President & Chief Executive Officer (2004-present), Chief Operating Officer (2002-2004) | |
| | SUPERTRICK GAMES,Inc., President (2018-present), Director(2013-2018) | |
| | Grasshopper Manufacture, Inc., Director (2018-present) | |
| GungHo Online Entertainment America, Inc., Director (2012-present) | | |
| Game Arts Co., Ltd., President (2008-present), Director (2005-2008) | | |

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| | | |
|----------------------|--|---------------|
| Kazuya Sakai | <p>High School affiliated with Chiba University of Commerce (1992)</p> <p>Gravity Co., Ltd., Executive Director (2009-present)</p> <p>GungHo Online Entertainment, Inc., Chief Financial Officer (2004-present), Director (2005-present), Investor Relations Officer (2011-2014)</p> <p>Gungho Online Entertainment Asia Pacific PTE. Ltd., Director(2014-present)</p> <p>SUPERTRICK GAMES,Inc., Director (2013-present)</p> <p>Grasshopper Manufacture, Inc., Director (2018-present)</p> <p>GungHo Online Entertainment America, Inc., Director (2012-present)</p> <p>Acquire Corp., Auditor (2011-2015), Director (2015-Present)</p> <p>GAME ARTS Co.,Ltd., Director(2017-present)</p> <p>PlayPhone,Inc., Director(2015-present)</p> <p>GungHo Gamania Co., Ltd., Director(2015-present)</p> <p>Kyushu Sangyo University, B. Com.(1987)</p> | Reappointment |
| Name Doo Hyun Ryu | <p>Major experience</p> <p>Gravity Co., Ltd., Independent Director (2011-present)</p> <p>Logos Law, LLC., Partner (2001-present), Branch Manager of Vietnam Office (2010-present, 2006-2008), Branch Manager of Cambodia Office (2007-2008)</p> <p>Shanghai International Arbitration Center, Arbitrator (2013-present)</p> <p>The Korean Commercial Arbitration Board, Arbitrator (2011-present)</p> <p>The Korean Bar Examination (1986), The Juridical Research and Training Institute (18th, 1989)</p> <p>Seoul National University, LL.B. (1985)</p> | Reappointment |

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| | | |
|-------------------|---|---------------|
| Jung Yoo | Gravity Co., Ltd., Independent Director (2011-present) | |
| | Merry Year International, Director (2014-present) | |
| | Samhasa GP, Representative Partner (2007- present) | |
| | Euidang Foundation, Member of the Board of Trustees (2007-present) | Reappointment |
| | INSEAD, MBA (1995) | |
| | Waseda University, M.A. in Commerce (1987) | |
| | University of Southern California, B.A. in East Asian Languages and Cultures (1984) | |
| Yong Seon Kwon | Jeonghyeon Tax Services Company, Director (2019-present) | |
| | Sokcho Tax office, Taxpayer Advocate Manager (2015-2018) | |
| | Jungbu Regional Tax office, Litigation Officer (2012- 2014) | |
| | Jungbu Regional Tax office/ Bucheon Tax Office, Team Manager (2010-2012) | Appointment |
| | Suwon Tax office/ National Tax Service, Investigator (2000-2009) | |
| | Seocho Tax office / Anyang, Ansan Tax office, Investigator (1992-2000) | |
| | Guro, Sogong Tax office / Gangseo Tax office, Investigator (1983-1992) | |
| | University of Seoul, B.A. in Accounting (1986) | |

Agendum 3: Approval of the Compensation Ceiling for the Directors in 2019

- For 2019, it is proposed to maintain KRW 1.4 billion as the total remuneration limit for Directors.

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.

GRAVITY CO., LTD.

By: /s/ Heung Gon Kim
Name: Heung Gon Kim
Title: Chief Financial Officer

Date: March 8, 2019