

Edgar Filing: Atlas Financial Holdings, Inc. - Form 8-K

Atlas Financial Holdings, Inc.  
Form 8-K  
April 09, 2019  
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 5, 2019

Atlas Financial Holdings, Inc.  
(Exact name of Registrant as specified in its charter)

Commission File Number  
000-54627

|                                                                   |                                         |
|-------------------------------------------------------------------|-----------------------------------------|
| CAYMAN ISLANDS                                                    | 27-5466079                              |
| (State or other jurisdiction of<br>incorporation or organization) | (I.R.S. Employer<br>Identification No.) |

|                                                                                            |                     |
|--------------------------------------------------------------------------------------------|---------------------|
| 953 AMERICAN LANE, 3RD FLOOR<br>Schaumburg, IL<br>(Address of principal executive offices) | 60173<br>(Zip Code) |
|--------------------------------------------------------------------------------------------|---------------------|

Registrant's telephone number, including area code: (847) 472-6700

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:

- ☐ Written communication pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material 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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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. ☐

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

On April 9, 2019, Atlas Financial Holdings, Inc. (“Atlas” or the “Company”) announced today that on April 5, 2019, as anticipated, it received a delinquency notification letter from Nasdaq stating that the Company was not in compliance with Nasdaq Listing Rule 5250(c)(1), because it had not timely filed its Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (the “Form 10-K”). The Company timely filed a Form 12b-25 Notification of Late Filing related to the Form 10-K, which resulted in an extended filing deadline for the Form 10-K of April 2, 2019. The Form 10-K was not filed with the SEC on April 2, 2019, as the Company’s outside independent auditors advised that they will require additional time to complete their work. Nasdaq has informed the Company that the Company must submit a plan of compliance (the “Plan”) by June 4, 2019 addressing how it intends to regain compliance with Nasdaq’s listing rules. The Company will continue to work with its auditors with the objective of filing its Form 10-K as soon as practicable and will work diligently to submit the Plan promptly and take the necessary steps to regain compliance as soon as practicable.

On April 9, 2019, the Company issued a press release announcing its receipt of the delinquency notification letter. A copy of the Company’s press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

99.1 Delinquency Notification Press Release, dated April 9, 2019, issued by Atlas Financial Holdings, Inc.

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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.

ATLAS  
FINANCIAL  
HOLDINGS,  
INC.

(Registrant)

By: /s/ Paul A.  
Romano

Name: Paul A.  
Romano

Vice  
President and  
Title: Chief

Financial  
Officer

April 9, 2019