

THESTREET, INC.
Form 8-K
April 03, 2019

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): April 2, 2019

THESTREET, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of incorporation)

0-25779

06-1515824

(Commission File Number) (IRS Employer Identification No.)

14 WALL STREET, 15TH FLOOR

NEW YORK, NEW YORK 10005

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(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: (212) 321-5000

N/A

(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))

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

(a) The Board of Directors (the “Board”) of TheStreet, Inc. (the “Company”) approved on April 2, 2019, a Certificate of Amendment to the Company’s Restated Certificate of Incorporation to effect a 1-for-10 reverse stock split, which is expected to be filed on April 25, 2019.

(b) The Board also approved, on April 2, 2019, a change in the Company’s fiscal year end from December 31 to March 31 of each year, effective as of April 1, 2019. The Company’s next fiscal year end will be March 31, 2020.

Item 7.01

Regulation FD Disclosure.

On April 3, 2019, the Company issued a press release announcing approval by the Company’s Board of a special cash distribution of approximately \$94.3 million or \$1.77 per share of common stock payable on April 22, 2019 to all stockholders of record on April 15, 2019 and the 1-for-10 reverse stock split. The Company’s press release regarding the special cash distribution and reverse stock split is included as Exhibit 99.1.

The information set forth in this Item 7.01 of this Current Report on Form 8-K (including Exhibit 99.2) shall not be deemed to be “filed” for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01

Exhibits.

(d) Exhibits

Exhibit No. Description

99.1 Press release dated April 3, 2019.

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.

Date: April 3, 2019

THESTREET, INC.

By: /s/ Eric Lundberg

Name: Eric Lundberg

Title: Chief Executive Officer and Chief Financial Officer