

RESEARCH FRONTIERS INC
Form 8-K
September 07, 2018

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 7, 2018

RESEARCH FRONTIERS INCORPORATED

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE	000-14893	11 -2103466
(STATE OR OTHER JURISDICTION OF INCORPORATION)	(COMMISSION FILE NUMBER)	(IRS EMPLOYER IDENTIFICATION NO.)

240 CROSSWAYS PARK DRIVE

WOODBURY, NEW YORK 11797-2033

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES AND ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (516) 364-1902

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))

ITEM 1.01. Entry Into a Material Definitive Agreement

On August 13, 2018, the Company announced that a group of investors led by Guazy Ltd. (a licensee of the Company's SPD technology) agreed to make a \$2,000,000 equity investment in the Company. On September 7, 2018 the Company announced the completion of this equity transaction. At the closing, the investors will receive 2,173,916 shares of Research Frontiers common stock at a price of \$0.92 per share (which was the market price at the time the transaction was agreed to), as well as five-year warrants to purchase 1,086,957 shares of Research Frontiers common stock at an exercise price of \$1.10, \$1.20 or \$1.38 per share depending on the exercise date. As part of this transaction, Guazy Ltd. will receive 1,086,957 unregistered shares of Research Frontiers common stock plus 543,478 five-year warrants to purchase shares of Research Frontiers common stock. All other investors in this transaction will receive a total of 1,086,959 registered shares of Research Frontiers common stock plus 543,479 five-year warrants to purchase shares of Research Frontiers common stock.

On September 7, 2018, Research Frontiers Incorporated filed the prospectus supplement relating to the issuance and sale of the above registered common stock and warrant securities with the Securities and Exchange Commission. In connection with that filing, Research Frontiers is filing the related transaction documents as Exhibits 1.1 and 1.2 to this current report on Form 8-K. Research Frontiers Incorporated and Gauzy, Ltd. issued a joint press release regarding this transaction which is attached as Exhibit 1.3 to this Current Report on Form 8-K.

This report and the press releases referred to herein may include statements that may constitute "forward-looking" statements as referenced in the Private Securities Litigation Reform Act of 1995. Those statements usually contain words such as "believe", "estimate", "project", "intend", "expect", or similar expressions. Any forward-looking statements are made by the Company in good faith, pursuant to the safe-harbor provisions of the Act. These forward-looking statements reflect management's current views and projections regarding economic conditions, industry environments and Company performance. Factors, which could significantly change results, include but are not limited to: sales performance, expense levels, competitive activity, interest rates, changes in the Company's financial condition and several business factors. Additional information regarding these and other factors may be included in the Company's quarterly 10-Q and 10K filings and other public documents, copies of which are available from the Company on request. By making these forward-looking statements, the Company undertakes no obligation to update these statements for revisions or changes after the date of this report.

The information in this Form 8-K or the press release reproduced herein shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, nor shall they be deemed incorporated by reference in any filing under the Securities Act of 1933, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits.

1.1 Form of Subscription Agreement

1.2 Form of Warrant Agreement.

1.3 Research Frontiers Press Release dated September 7, 2018.

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.

RESEARCH FRONTIERS
INCORPORATED

/s/ Seth L. Van Voorhees

By: Seth L. Van Voorhees

Title: CFO and VP, Business Development

Dated: September 7, 2018

