

ExOne Co  
Form 8-K  
January 11, 2016

**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) January 8, 2016**

**The ExOne Company**

**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**001-35806**  
**(Commission File Number)**

**46-1684608**  
**(IRS Employer Identification No.)**

**127 Industry Boulevard**

**North Huntingdon, Pennsylvania**  
**(Address of principal executive offices)**

**15642**  
**(Zip Code)**

**Registrant's telephone number, including area code: (724) 863-9663**

**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 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 January 8, 2016, The ExOne Company ( ExOne or the Company ) entered into an At Market Issuance Sales Agreement (the Sales Agreement ) with FBR Capital Markets & Co. ( FBR ) and MLV & Co. LLC ( MLV ). Pursuant to the Sales Agreement, FBR and MLV will act as the Company s distribution agents with respect to an offering and sale, at any time and from time to time, of the Company s common stock, par value \$0.01 per share (the Shares ). The Company has authorized the sale, at its discretion, of Shares in an aggregate offering amount up to \$50,000,000 under the Sales Agreement. Sales of the Shares, if any, will be made in at the market offerings as defined in Rule 415 under the Securities Act of 1933, as amended (the Securities Act ), including without limitation sales made directly on or through the NASDAQ Global Market, or on any other existing trading market for our common stock or through a market maker. In addition, with the Company s prior consent, the distribution agents may also sell the Shares by any other method permitted by law, including, but not limited to, negotiated transactions. Sales may be made at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices, and subject to such other terms as may be agreed upon at the time of sale.

The Shares will be sold and issued pursuant to the Company s Registration Statement on Form S-3 (File No. 333-203353), which was previously declared effective by the Securities and Exchange Commission, and the related prospectus and one or more prospectus supplements.

The Company or the distribution agents, under certain circumstances and upon notice to the other, may suspend the offering of the Shares under the Sales Agreement. The offering of the Shares pursuant to the Sales Agreement will terminate upon the sale of Shares in an aggregate offering amount equal to \$50,000,000, or sooner if either the Company or the distribution agents terminate the Sales Agreement.

The Company will pay the distribution agents a commission equal to 3.0% of the gross proceeds from any sale of the Shares sold pursuant to the Sales Agreement and will reimburse the distribution agents for certain expenses incurred in connection with their services under the Sales Agreement, including up to \$25,000 for legal expenses in the aggregate for both distribution agents combined.

The Company made certain customary representations, warranties and covenants in the Sales Agreement concerning the Company and its subsidiaries and the registration statement, prospectus, prospectus supplement and other documents and filings relating to the offering of the Shares. In addition, the Company has agreed to indemnify the sales agents against certain liabilities, including liabilities under the Securities Act.

The foregoing description of the Sales Agreement is qualified in its entirety by reference to that agreement, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

This Current Report on Form 8-K, including the exhibits filed herewith, shall not constitute an offer to sell or the solicitation of an offer to buy the securities discussed herein, nor shall there be any offer, solicitation or sale of the securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such state.

### **Item 8.01. Other Events**

The Company is filing as Exhibit 5.1 to this Current Report on Form 8-K the legal opinion of McGuireWoods LLP with respect to the validity of the Shares.

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
5.1	Opinion of McGuireWoods LLP.
10.1	At Market Issuance Sales Agreement dated as of January 8, 2016, by and among the Company, FBR Capital Markets & Co. and MLV & Co. LLC.
23.1	Consent of McGuireWoods LLP (included in Exhibit 5.1).

**SIGNATURE**

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.

**January 8, 2016**  
(Date)

**The ExOne Company**  
(Registrant)

**/s/ BRIAN W. SMITH**  
Brian W. Smith

*Chief Financial Officer*

**EXHIBIT INDEX**

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