

Resonant Inc
Form 8-K
July 08, 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): **July 6, 2016**

RESONANT INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36467
(Commission
File Number)

45-4320930
(IRS Employer
Identification No.)

110 Castilian Drive, Suite 100
Goleta, California
(Address of Principal Executive Offices)

93117
(Zip Code)

(805) 308-9803

(Registrant's telephone number, including area code)

Not Applicable

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(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))
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Item 3.02

Unregistered Sales of Equity Securities.

The disclosure under Item 1.01 is incorporated herein by reference to the extent required.

The Shares were offered and sold to Victor Plessky, a resident of Switzerland, in a transaction exempt from registration under the Securities Act of 1933, as amended (the *Securities Act*) pursuant to Regulation S promulgated thereunder. We relied upon the safe harbor provision of Rule 903 of Regulation S which permits our offer and sale of securities outside of the United States to other than U.S. persons or for the account or benefit of U.S. persons, as that term is defined in Rule 902 of Regulation S.

Item 9.01 **Financial Statements and Exhibits.**

(d) Exhibits

2.1 Share Purchase Agreement, dated July 6, 2016, between the Registrant and Victor Plessky.

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: July 8, 2016

Resonant Inc.

By:

/s/ John Philpott
John Philpott
Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
2.1	Share Purchase Agreement, dated July 6, 2016, between the Registrant and Victor Plesky.