

CDTI ADVANCED MATERIALS, INC.

Form 8-K

November 14, 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): **November 14, 2018**

CDTi ADVANCED MATERIALS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33710
(Commission
File Number)

06-1393453
(IRS Employer
Identification No.)

1700 Fiske Place
Oxnard, California
(Address of Principal Executive Offices)

93033
(Zip Code)

(805) 639-9458

(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))

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 2.02 Results of Operations and Financial Condition.

On November 14, 2018, CDTi Advanced Materials, Inc. (the *Company*) announced its financial results for the quarter ended September 30, 2018. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 2.02 of this Current Report on Form 8-K and Exhibit 99.1 attached hereto is intended to be furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the *Exchange Act*) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as expressly set forth by specific reference in such filing.

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

The Company's Board of Directors (the *Board*) has determined to voluntarily delist the Company's common stock from The Nasdaq Stock Market, LLC (*Nasdaq*), and the Company notified Nasdaq of the Board's determination on November 14, 2018.

The Company intends to file with the Securities and Exchange Commission (the *SEC*) on or about November 26, 2018, a Form 25, Notification of Removal from Listing and/or Registration under Section 12(b) of the Exchange Act relating to the delisting of the Common Stock. After the effectiveness of the Form 25 on or about December 6, 2018, the Company intends to file with the SEC a Form 15 requesting the suspension of the Company's reporting obligations under Sections 12(a) and 15(d) of the Exchange Act and deregistration of its Common Stock under Section 12(g) of the Exchange Act. After delisting, the Company's Common Stock may be eligible for quotation on the Pink tier of OTC Markets Group if market makers commit to making a market in the Company's shares. The Company can provide no assurance that trading in its common stock will continue on the OTC Markets Group or otherwise.

On November 14, 2018, the Company issued a press release announcing its intention to delist from Nasdaq and providing additional information about the reasons for the Board's decision. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	<u>Press Release issued by CDTi Advanced Materials, Inc. dated November 14, 2018.</u>

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: November 14, 2018

CDTi ADVANCED MATERIALS, INC.

By: /s/ Tracy Kern
Tracy Kern
Chief Financial Officer