

SITO MOBILE, LTD.  
Form 8-K  
July 28, 2017

**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 28, 2017

**SITO MOBILE, LTD.**

(Exact name of registrant as specified in its charter)

**Delaware**

**001-37535**

**13-4122844**

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(State or Other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

**The Newport Corporate Center, 100 Town Square Place, Suite 204, Jersey City, NJ**  
(Address of Principal Executive Offices) (Zip Code) **07310**

Registrant's Telephone Number, Including Area Code: **(201) 275-0555**

(Former Name or Former Address, if Changed Since Last Report): Not Applicable

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))

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 8.01 Other Events

On July 28, 2017, SITO Mobile, Ltd. (the “*Company*”) closed a previously announced registered direct public offering of 1,200,000 shares of its common stock and warrants exercisable for up to approximately 300,000 shares of its common stock for gross proceeds of \$6.0 million (the “*Offering*”). The shares and warrants were sold in units, each consisting of one share of common stock and a warrant to purchase 0.25 of one share of common stock at an exercise price of \$6.25 per share of common stock. The units were sold at an offering price of \$5.00 per unit. In the Offering the Company also issued its financial advisor warrants to purchase up to an aggregate of 20,000 shares of common stock at an exercise price of \$6.25 per share of common stock as partial compensation for its services in connection with the Offering. The Offering was previously disclosed in a Current Report on Form 8-K filed on July 24, 2017. A copy of the legal opinion of Pepper Hamilton LLP relating to the legality of the issuance and sale of the units, the shares of common stock, the warrants and the shares of common stock issuable upon exercise of the warrants in the Offering is filed herewith as Exhibit 5.1.

On July 28, 2017, the Company issued a press release announcing the closing of the Offering. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

### Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
5.1	Opinion of Pepper Hamilton LLP
23.1	Consent of Pepper Hamilton LLP (included in Exhibit 5.1)
99.1	Press Release dated July 28, 2017

**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, thereunto duly authorized.

**SITO MOBILE, LTD.**  
(Registrant)

Date: July 28, 2017 /s/ Thomas J. Pallack  
Name: Thomas J. Pallack  
Title: Chief Executive Officer

**Exhibit Index**

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