

SITO MOBILE, LTD.  
Form 8-K  
August 01, 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): August 1, 2017

**SITO MOBILE, LTD.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **001-37535**                      **13-4122844**  
(State or Other Jurisdiction) (Commission File Number) (IRS Employer)

of Incorporation)

Identification No.)

**The Newport Corporate Center, 100 Town  
07310**

**Square Place, Suite 204, Jersey City, NJ**  
(Address of Principal Executive Offices) (Zip Code)

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 7.01 Regulation FD Disclosure.**

On August 1, 2017, directors constituting a majority of the board of directors of SITO Mobile, Ltd. (the “Company”) delivered a letter (the “August 1 Letter”) to two of the Company’s directors, Mr. Thomas Thekkethala and Mr. Matthew Stecker, in response to a letter they received from Mr. Thekkethala and Mr. Stecker on July 28, 2017. A copy of the August 1 Letter is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 is being furnished for informational purposes only and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended.

**Item 8.01 Other Events.**

On August 1, 2017, the Company used approximately \$4.9 million of the proceeds of its previously announced offering of common stock and warrants to prepay in full all outstanding principal, accrued and unpaid interest due through the date of repayment and termination fees payable with respect to the Company’s senior secured note issued pursuant to that certain Revenue Sharing and Note Purchase Agreement, dated October 3, 2014 by and among the Company and certain lenders and other parties thereto (the “NPA”). The Company will remain obligated to continue to make payments with respect to the Revenue Stream (as defined in the NPA) according to the terms of the NPA.

**Item 9.01 Financial Statements and Exhibits.**

(d)Exhibits.

Exhibit No. Description

99.1 Letter dated August 1, 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: August 1, 2017 /s/ Thomas J. Pallack  
Name: Thomas J. Pallack  
Title: Chief Executive Officer

**Exhibit Index**

Exhibit No. Description

99.1 Letter dated August 1, 2017.