

Rubicon Technology, Inc.
Form 8-K
January 08, 2014

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 7, 2014

RUBICON TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-33834
(Commission

File Number)

36-4419301
(I.R.S. Employer

Identification No.)

900 East Green Street

Bensenville, Illinois 60106
(Address of principal executive offices)

(847) 295-7000

60131
(Zip Code)

(Registrant's telephone number, including area code)

N/A

(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 7, 2014, Rubicon Technology, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Canaccord Genuity Inc. (the Underwriter), relating to the issuance and sale of up to 3,047,500 shares of the Company s common stock, par value \$0.001 per share (the Shares), including 397,500 shares issuable to the Underwriter pursuant to a 30-day over-allotment option. The Underwriter will purchase Shares from the Company pursuant to the Underwriting Agreement at a price of \$10.07 per share. The net proceeds to the Company from this offering are expected to be approximately \$26.2 million, after deducting the underwriting discount and other estimated offering expenses payable by the Company, assuming no exercise by the Underwriter of the over-allotment option. This offering is expected to close on or about January 13, 2014, subject to customary closing conditions. The Company currently intends to use the net proceeds from this offering to fund its research and development of new products, for expansion and to provide funds for general corporate purposes.

The Underwriting Agreement includes customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriter against certain liabilities and customary contribution provisions in respect of those liabilities.

The foregoing description of the material terms of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, which is filed as Exhibit 1.1 hereto and is incorporated herein by reference. The Underwriting Agreement has been included to provide investors and security holders with information regarding its terms. It is not intended to provide any other factual information about the Company. The representations, warranties and covenants contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, were solely for the benefit of the parties to such agreement, and may be subject to limitations agreed upon by the contracting parties, including being qualified by confidential disclosures exchanged between the parties in connection with the execution of the Underwriting Agreement. The representations and warranties may have been made for the purposes of allocating contractual risk between the parties to the agreement instead of establishing these matters as facts, and may be subject to standards of materiality applicable to the contracting parties that differ from those applicable to investors. Investors are not third-party beneficiaries under the Underwriting Agreement and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or condition of the Company or any of its subsidiaries or affiliates. Moreover, information concerning the subject matter of the representations and warranties may change after the date of the Underwriting Agreement, and this subsequent information may or may not be fully reflected in the Company s public disclosures.

This offering is being made pursuant to the Company s effective registration statement on Form S-3 (File No. 333-192536) filed with the Securities and Exchange Commission on November 25, 2013, amended by Amendment No. 1 on December 6, 2013, and declared effective on December 13, 2013, and the related prospectus supplement and accompanying prospectus.

Item 7.01 Regulation FD Disclosure

On January 7, 2014, the Company issued a press release announcing the offering. A copy of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

Exhibit Number	Description
1.1	Underwriting Agreement, dated January 7, 2014, by and between Rubicon Technology, Inc. and Canaccord Genuity Inc.
5.1	Opinion of Winston & Strawn LLP.
99.1*	Press Release.

* The information furnished under Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is being furnished and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

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.

RUBICON TECHNOLOGY, INC.

Dated: January 8, 2014

By: /s/ William F. Weissman

Name: William F. Weissman

Title: Chief Financial Officer

INDEX TO EXHIBITS

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