

NOVATION COMPANIES, INC.

Form 8-K

December 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): December 12, 2018

NOVATION COMPANIES, INC.

(Exact name of registrant as specified in its charter)

Maryland 000-22897 74-2830661
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)

9229 Ward Parkway, Suite 340, Kansas 64114
City, MO
(Address of Principal Executive Offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (816) 237-7000

Not Applicable

(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):

Edgar Filing: NOVATION COMPANIES, INC. - Form 8-K

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 12, 2018, Novation Companies, Inc. (the “Company”) filed Articles of Amendment (the “Amendment”) to the Company’s Articles of Amendment and Restatement (the “Charter”) with the Maryland Department of Assessments and Taxation, amending the Charter to effect an increase in the number of authorized shares of the Company’s common stock to 780 million and correspondingly increasing the number of authorized shares of the Company’s capital stock to 800 million. The Amendment was approved by the Company’s shareholders at the Company’s 2018 annual meeting of shareholders held on October 4, 2018, which approval allowed the Company’s board of directors 12 months from the date of such annual meeting to determine to implement the Amendment at its discretion.

The foregoing description of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, reference to the full text of the Amendment, which is filed as Exhibit 3.1 hereto, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Exhibits

3.1 Articles of Amendment to Articles of Amendment and Restatement

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.

NOVATION COMPANIES, INC.

DATE: December 14, 2018 /s/ Carolyn K. Campbell
Carolyn K. Campbell

Chief Financial Officer