

TEMPUS APPLIED SOLUTIONS HOLDINGS, INC.

FORM 8-K (Current report filing)

Filed 07/03/17 for the Period Ending 07/03/17

Address	700 CORPORATE DRIVE SUITE D NEWPORT NEWS, VA, 23602
Telephone	757-875-7779
CIK	0001628871
Symbol	TMPS
SIC Code	6770 - Blank Checks
Fiscal Year	12/31

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: July 3, 2017

Tempus Applied Solutions Holdings, Inc.
(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

333-201424

(Commission File Number)

47-2599251

(IRS Employer
Identification No.)

**471 McLaws Cir.
Williamsburg, Virginia**

(Address of principal executive offices)

23185

(Zip Code)

Registrant's telephone number, including area code: **(757) 875-7779**

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))
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Item 8.01 Other events.

Between June 26, 2017 and June 30, 2017, the Company issued an aggregate of 2,366,947 shares of common stock to certain holders of Series A Preferred Stock and Series A Warrants who exercised their conversion rights. These shares were available for sale by the holders pursuant to the prospectus (the "Prospectus") filed under Rule 424(b)(3) on April 14, 2017, under the Securities Act of 1933, as amended (the "Securities Act") (Registration No. 333-206527) or pursuant to Rule 144 under the Securities Act.

Prior to these conversions, we had 14,163,287 shares of common stock issued and outstanding and 1,479,447 shares of Series A Preferred Stock convertible into common stock and 3,187,500 Series A Warrants that were issued and outstanding. Following these conversions, the number of shares of common stock issued and outstanding is 16,530,234, the number of shares of Series A Preferred Stock convertible into common stock issued and outstanding is 0 and the number of Series A Warrants outstanding is 2,300,000.

The exercise of 887,500 Series A Warrants resulted in \$71,000 of proceeds to the Company based on the current exercise price of \$0.08 per warrant.

The number of shares of Preferred Stock converted into shares of common stock by each shareholder is set forth in the table below:

Name of security holder	Number of shares of Preferred Stock held prior to conversion	Number of shares of Preferred Stock converted into shares of common stock	Number of shares of Preferred Stock held after conversion
Hudson Bay Master Fund, Ltd.	1,062,778	1,062,778	-
Empery Asset Master, Ltd.	152,394	152,394	-
Empery Tax Efficient, LP	112,497	112,497	-
Empery Tax Efficient II, LP	151,778	151,778	-
Total	1,479,447	1,479,447	-

The number of Series A Warrants exercised by each shareholder is set forth in the table below:

Name of security holder	Number of Series A Warrants held prior to exercise	Number of Series A Warrants exercised for shares of common stock	Number of Series A Warrants held after exercise
Cowen Investments, LLC	393,750	393,750	-
CVI Investments, Inc.	468,750	468,750	-
Hudson Bay Master Fund, Ltd.	937,500	25,000	912,500
Others	1,387,500	-	1,387,500
Total	3,187,500	887,500	2,300,000

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.

TEMPUS APPLIED SOLUTIONS HOLDINGS, INC.

Date: July 3, 2017

By: /s/ Johan Bergendorff

Name: Johan Bergendorff

Title: Chief Financial Officer