

# TEMPUS APPLIED SOLUTIONS HOLDINGS, INC.

## FORM 8-K (Current report filing)

Filed 06/24/16 for the Period Ending 06/23/16

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

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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): June 24, 2016 (June 23, 2016)

**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.)

**133 Waller Mill Road  
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 3.02 Unregistered Sales of Equity Securities.**

As previously reported by Tempus Applied Solutions Holdings, Inc. (the “**Company**”) in its Current Reports on Form 8-K filed August 6, 2015 and August 17, 2015, the Company consummated a business combination on July 31, 2015, and immediately prior to and in connection therewith, through its subsidiaries, completed a private placement of securities (the “**Initial Financing**”). The Company also completed a follow-on private placement of securities on August 14, 2015 (the “**Post-Closing Financing**”). Certain investors in the Initial Financing received shares of the Company’s common stock and shares of its Series B-2 Warrants. Certain investors in the Post-Closing Financing received shares of the Company’s common stock and shares of its Series B-3 Warrants (collectively with the Series B-2 Warrants, the “**Series B Warrants**”).

The Series B Warrants contained an alternative cashless exercise feature, pursuant to which, from December 31, 2015 until the expiration of such Series B Warrants, if the volume-weighted average trading price of the Company’s common stock failed to be greater than \$4.00, the holder of a Series B Warrant could exercise such Series B Warrant to acquire, on a cashless basis, additional Company shares, either common stock or Preferred Stock, pursuant to a formula set forth in the Series B Warrants that provided for the acquisition of, depending on the recent trading price of the Company’s common stock, up to 488.9% of the number of shares that could otherwise be purchased under such Series B Warrant pursuant to a cash exercise of such Series B Warrant.

On June 23, 2016, the Company issued 1,344,446 shares of common stock to certain holders of Series B Warrants who exercised their Series B Warrants using the alternative cashless exercise feature. These shares were issued pursuant to exemptions from the registration requirements of the Securities Act of 1933 (the “**Securities Act**”) under Section 4(a)(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder.

**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: June 24, 2016

By: /s/ R. Lee Priest, Jr.  
Name: R. Lee Priest, Jr.  
Title: Chief Financial Officer