
Section 1: 8-K

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): **October 15, 2019**

BOXLIGHT CORPORATION

(Exact name of registrant as specified in its charter)

Nevada
(State of
Incorporation)

8211
(Primary Standard Industrial
Classification Code Number.)

46-4116523
(IRS Employer
Identification No.)

BOXLIGHT CORPORATION
1045 Progress Circle
Lawrenceville, Georgia 30043
(Address Of Principal Executive Offices) (Zip Code)

678-367-0809
(Registrant's Telephone Number, Including Area Code)

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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective October 15, 2019, the board of directors (the “Board”) of Boxlight Corporation (the “Company”) accepted the resignation of Steve Hix, a member of the Board and chairman of the Company’s audit committee. Mr. Hix’s resignation was for personal reasons and not due to any dispute with the Company. In Mr. Hix’s absence, Harold Bevis, a current member of the Company’s Board who meets the Nasdaq definition of “Independent Director,” will assume the role of chairman of the Company’s audit committee. With his more than 15 years of experience serving in positions of chief executive officer and chief financial officer, and his significant experience serving on public company boards, including more than 15 years serving on audit committees, we believe Mr. Bevis is qualified as a financial expert for the role of audit committee chair.

Effective October 15, 2019, the Board appointed James Clark to serve as an independent director to fill the vacancy created following Mr. Hix’s resignation from the Board. The Board has determined that Mr. Clark qualifies as an “Independent Director” under Nasdaq Rule 5605(a)(2) and Rule 10A-3(b)(1) of the Securities and Exchange Act, as amended. Since 2012, Mr. Clark has served as CEO of the Boys & Girls Clubs of America (“BGCA”), the world’s largest network of facilities-based youth development organizations. Prior to his appointment as CEO of BGCA, Mr. Clark spent eight years as President of Boys & Girls Clubs of Greater Milwaukee and served as board member of that organization for the 10 years prior to that. Mr. Clark is a graduate of the University of Wisconsin, where he received a Bachelor of Business Administration. As compensation for his service on the Board, Mr. Clark will receive stock options (“Options”) valued at \$100,000 which will vest over four quarters.

There are no family relationships between Mr. Clark and the Company and Mr. Clark has not engaged in any related party transactions.

Item 7.01 Regulation FD Disclosure.

On October 17, 2019, the Company issued a press release announcing Mr. Clark’s appointment to the Company’s Board. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	<u>Press Release Announcing Appointment of James Clark as Board Director.</u>

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.

Dated: October 17, 2019

BOXLIGHT CORPORATION

By: /s/ Takesha Brown

Name: Takesha Brown, Chief Financial Officer

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Section 2: EX-99.1



Boxlight Announces the Appointment of Jim Clark as Board Member

Clark serves as president and CEO of the Boys & Girls Clubs of America, leading a network of 4,600 Boys and Girls Clubs that serve nearly 4.7 million young people globally

Lawrenceville, GA – Oct. 17, 2019 – Boxlight Corporation (NASDAQ: BOXL), a leading provider of interactive technology solutions for the global education market, is pleased to announce the appointment of Jim Clark to its board of directors.

Mr. Clark has served as the president and CEO of the Boys & Girls Clubs of America (BGCA) since January 2012. He leads a network of 4,600 Boys & Girls Clubs that serves nearly 4.7 million young people annually in all 50 states and US Territories – in large cities and small towns, in public housing and on Native lands – and on U.S. military installations across the globe. More than 50,000 professional staff members operate the Clubs, supported by some 285,000 board and program volunteers.

Mr. Clark has guided the organization through the launch of an exciting new strategic direction, the Great Futures Impact Plan. Under his leadership, BGCA Clubs are increasing the impact on the young people they serve by focusing on three priority outcome areas – academic success, good character and citizenship, and healthy lifestyles.

To ensure BGCA provides the best possible service to Clubs, Mr. Clark has spearheaded a major restructuring of the national organization. He has introduced innovative programming that supports the three outcome areas in ways that are fun and engaging, such as state-of-the-art STEM initiatives and Brain Gain, a program to combat summer learning loss.

“On behalf of Boxlight and the board of directors, I am pleased to welcome Jim to the board,” stated Boxlight Chairman and CEO Mark Elliott. “Jim has a tremendous track record of success in advancing the development of young people and a deep understanding of the educational needs of today’s youth.”

“I am honored to join the board of directors of Boxlight and work alongside a group of professionals that share my passion to improve the educational experience of young people,” said Mr. Clark. “Along with the other members of the board, I am committed to continuing the rewarding work of promoting Boxlight’s technology solutions to the education market worldwide.”

About Boxlight Corporation: Boxlight Corporation (Nasdaq: BOXL) (“Boxlight”) is a leading provider of technology solutions for the global education market. The company aims to improve learning and engagement in classrooms and to help educators enhance student outcomes by developing the products they need. The company develops, sells and services its integrated, interactive solution suite including software, classroom technologies, professional development and support services. For more information about the Boxlight story, visit <http://www.boxlight.com>.

Forward Looking Statements: This press release may contain information about Boxlight’s view of its future expectations, plans and prospects that constitute forward-looking statements. Actual results may differ materially from historical results or those indicated by these forward-looking statements because of a variety of factors including, but not limited to, risks and uncertainties associated with its ability to maintain and grow its business, variability of operating results, its development and introduction of new products and services, marketing and other business development initiatives, competition in the industry, etc. Boxlight encourages you to review other factors that may affect its future results in Boxlight’s filings with the Securities and Exchange Commission.

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