

Section 1: 8-K/A

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K /A

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report (date of earliest event reported): **September 21 , 2020**

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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<u>Common Stock \$0.0001 per share</u>	<u>BOXL</u>	<u>The Nasdaq Stock Market LLC</u>

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.

Explanatory Note

This amendment no. 1 amends the Current Report on Form 8-K, filed on September 22, 2020 (the "Form 8-K") to report the sale by Boxlight Corporation (the "Company") of securities to Lind Global Asset Management LLC. The Form 8-K is being amended to update the method of sale used, as between filing of the Form 8-K and closing, the parties determined that the securities would be sold pursuant to the Company's effective shelf registration statement (SEC File No. 333-239939) (the "Registration Statement") as opposed to being sold through an exempt offering. All other details reported on the Form 8-K, other than as set forth below, remain the same.

Item 1.01 Entry Into Material Definitive Agreements.

As previously reported on September 21, 2020, Boxlight Corporation, a Nevada corporation (“Boxlight” or the “Company”), entered into a securities purchase agreement (the “Lind SPA”) with Lind Global Asset Management, LLC, a Delaware limited liability company (“Lind”), pursuant to which Lind purchased from the Company a \$22,000,000 secured convertible note (the “Convertible Note”) and 310,399 shares of Class A common stock of the Company (the “Bonus Shares”) in exchange for payment of \$20,000,000 (the “Funding”). Under the terms of the Lind SPA, in addition to the issuance of the Convertible Note, the Company paid to Lind a commitment fee of \$400,00. The Convertible Note has a term of 24-months, bears a 4% interest rate per annum (0% interest so long as the Common Stock trades at \$3.50 or more per share), is repayable in 22 equal installments commencing 60 days after the Funding and, at the option of the Company, may be repaid in either cash or Common Stock. Prior to closing, the terms of the transaction changed such that the parties determined the sale would be made as a primary offering, as opposed to an exempt offering, such that the Convertible Note and the Bonus Shares sold in the offering were being sold pursuant to the Company’s effective registration statement on Form S-3 (SEC File No. 333-239939) (the “Registration Statement”).

As such, the Bonus Shares and conversion shares underlying the Convertible Note, consisting of a total of up to 7,261,992 shares of Common Stock, will be available for issuance pursuant to the Registration Statement and the related base prospectus included therein, as supplemented by the prospectus supplement dated July 28, 2020, as amended (the “Base Prospectus”), and the prospectus supplement, filed September 24, 2020. The legal opinion and consent of Michelman & Robinson LLP addressing the validity of the Common Stock sold in the above offering is filed as Exhibit 5.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
5.1	<u>Legal Opinion of Michelman & Robinson LLP</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: September 24, 2020

BOXLIGHT CORPORATION

By: /s/ Takesha Brown

Name: **Takesha Brown**

Title: **Chief Financial Officer**

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Section 2: EX-5.1

Exhibit 5.1



Los Angeles Office

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September 24, 2020

Boxlight Corporation
1045 Progress Circle
Lawrenceville, Georgia 30043

**Re: Boxlight Corporation
Registration Statement on Form S-3 File No. 333-239939**

Ladies and Gentlemen:

We have acted as counsel to Boxlight Corporation, a Nevada corporation (the "Company"), in connection with the sale and issuance to Lind Global Asset Management, LLC, a Delaware limited liability company (the "Selling Stockholder") of (i) 310,399 shares of Class A common stock, par value \$0.0001 per share (the "Common Stock"), and (ii) a secured convertible note (the "Convertible Note") pursuant to which the holder may convert up to (a) 6,285,714 shares of Common Stock issuable as repayment of principal upon conversion of the Convertible Note, and (b) up to 665,879 shares of Common Stock issuable upon repayment of interest owed under the Convertible Note, for a total of up to 7,261,994 shares (the "Shares") of the Company's Common Stock. The Shares are included in a Registration Statement on Form S-3 (File No. 333-239939) (the "Registration Statement") filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), and declared effective by the Commission on July 28, 2020, a base prospectus, dated July 28, 2020, included in the Registration Statement that became effective at the time (the "Base Prospectus"), as amended on September 23, 2020, and a prospectus supplement, dated September 23, 2020, filed with the Commission pursuant to Rule 424(b)(4) under the Securities Act (together with the Base Prospectus, the "Prospectus"). The Shares were sold pursuant to a securities purchase agreement, dated September 21, 2020, between the Company and Lind Global Asset Management, LLC (the "Securities Purchase Agreement"). The Securities Purchase Agreement was filed as Exhibit 10.1 to the Company's Current Report on Form 8-K, dated September 22, 2020, and incorporated by reference into the Registration Statement. The opinion is being rendered in connection with the filing of the Prospectus with the Commission.

This opinion letter is furnished in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Act.

In connection with this opinion letter, we have examined the Registration Statement and originals, or copies certified or otherwise

identified to our satisfaction, of (i) the Articles of Incorporation of the Company, as amended to date (the “Articles of Incorporation”), (ii) the By-Laws of the Company (the “Bylaws”), (iii) resolutions of the Company’s board of directors (the “Board of Directors”) authorizing the issuance, sale and resale registration of the Shares pursuant to the terms of the Securities Purchase Agreement, (iv) the Securities Purchase Agreement, and (iv) such other documents, records and other instruments as we have deemed appropriate for purposes of the opinions set forth herein.

In our examination of the documents referred to herein, we have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of the documents submitted to us as originals, the conformity with the originals of all documents submitted to us as certified, facsimile or photostatic copies and the authenticity of the originals of all documents submitted to us as copies. With respect to matters of fact relevant to our opinions as set forth below, we have relied upon certificates of officers of the Company, representations made by the Company in documents examined by us, and representations of officers of the Company. We have also obtained and relied upon such certificates and assurances from public officials as we have deemed necessary for the purposes of our opinions set forth below.

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Based on the foregoing, and subject to the assumptions, qualifications and limitations set forth herein, we are of the opinion that the Shares, when issued and paid for in the manner described in the Prospectus, Securities Purchase Agreement and Convertible Note, will be duly authorized, validly issued, fully paid and non-assessable.

The opinion set forth above may be limited by (i) the effects of bankruptcy, insolvency, reorganization, fraudulent conveyance, moratorium or other similar laws now or hereafter in effect relating to or affecting the rights or remedies of creditors generally; (ii) the effect of general principles of equity, whether enforcement is considered in a proceeding in equity or at law, and the discretion of the court before which any proceeding therefor may be brought; (iii) the unenforceability under certain circumstances under law or court decisions of provisions providing for the indemnification of or contribution to a party with respect to a liability where such indemnification or contribution is contrary to public policy; and (iv) requirements that a claim with respect to any Shares in denominations other than United States dollars (or a judgment denominated other than in United States dollars in respect of the claim) be converted into United States dollars at a rate of exchange prevailing on a date determined by applicable law.

The foregoing opinions are limited to the laws of the State of New York, the Nevada Revised Statutes as concerns the laws governing corporation and the federal laws of the United States of America and we express no opinion with respect to the laws of any other state or jurisdiction. The opinions expressed herein are limited to the laws, including rules and regulations, as in effect on the date hereof.

The foregoing opinions are dated the date hereof, and we express no opinion as to unforeseen facts or circumstances that are not include or incorporated in the Assumptions set forth above.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Company's Current Report on Form 8-K, dated September 24, 2020, as filed with the Commission on September 24, 2020, which is incorporated by reference in the Registration Statement and to the reference to us under the caption "Legal Matters" in the Prospectus and to the references to us in the Registration Statement. In giving such consents, we do not hereby admit that we are acting within the category of persons whose consent is required under Section 7 of the Act or the rules or regulations of the Commission thereunder.

Very truly yours,

/s/ Michelman & Robinson, LLP

MICHELMAN & ROBINSON, LLP