

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): **June 30, 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>
Common Stock \$0.0001 per share	BOXL	The Nasdaq Stock Market LLC

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 [X]

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

On June 30, 2020, Boxlight Corporation, a Nevada corporation (the “Company”), appointed two new independent directors, R. Wayne Jackson and Charles P. Amos, to the Company’s board of directors (the “Board”). The Board has determined that each of Messrs. Jackson and Amos qualify as an “Independent Director” under Nasdaq Rule 5605(a)(2) and Rule 10A-3(b)(1) of the Securities and Exchange Act, as amended. In addition, Mr. Jackson, a certified public accountant, qualifies as a “financial expert” as set forth in Rule 407(d)(5)(ii) and (iii) of Regulation S-K, and thus has been appointed to the position of chairman of the Company’s Audit Committee. Mr. Amos has been appointed to serve on the Company’s Nominating and Corporate Governance Committee. As compensation for their service as directors on the Company’s Board, each of Messrs. Jackson and Amos will receive 50,000 restricted stock units, issuable pursuant to the corporation’s 2014 Stock Incentive Plan. A copy of each of Messrs. Jackson’s and Amos’s letter agreements with the Company, dated June 30, 2020, are attached hereto as Exhibits 10.1 and 10.2, respectively, and are incorporated herein by reference.

The biographical information of each of Messrs. Amos and Jackson are set forth below.

R. Wayne Jackson. From July 2015 to December 2019, Mr. Jackson served as the Chief Financial Officer of Secureworks Corp. Before joining Secureworks Corp., from May 2003 until June 2015, Mr. Jackson was a partner at PricewaterhouseCoopers, LLP, an independent registered public accounting firm (“PwC”). At PwC, Mr. Jackson was the lead engagement partner for a number of the firm’s largest public company clients before leaving the firm in June 2015. In addition, he served as the global leader of PwC’s Entertainment and Media Group from June 2004 through June 2007. Mr. Jackson also served at PwC in a variety of roles between July 1979 and January 2000, including a partner in its Entertainment, Media and Communications group from 1991 through 1999. From January 2000 to October 2002, Mr. Jackson was Chief Financial Officer and Senior Vice President of Concert Communications Services (“Concert”), a global joint venture created by AT&T Inc. and British Telecommunications plc, two global telecommunications companies. In his role as Chief Financial Officer of Concert, Mr. Jackson was responsible for all finance, treasury, budget, planning and forecast functions for the company. Mr. Jackson is a certified public accountant, and his experiences as an experienced CFO and partner at PwC qualify him as a financial expert.

Charles P. Amos. Mr. Amos is a 30-year veteran of the education market and has served in a number of leadership and board positions over that time. Most recently Mr. Amos served as the CEO of GuideK12, a K-12 education focused data analytics company from June 2012 to February of 2020. GuideK12 was acquired by Forecast 5 where Mr. Amos serves as Senior Managing Director ensuring a smooth transition for the acquisition. He also has been CEO of The Amos Group since August of 2007. Prior to 2008, Mr. Amos served as the CEO and Chairman of Atomic Learning (now called Hoonuit), as well as serving in sales leadership positions at Apple and EdTech, LLC. Mr. Amos received a B.S. in Business with an emphasis on finance. Mr. Amos’ 30 years of experience in the US and international K-12 market and his long track record as a successful entrepreneur makes him ideally suited to and valued as a member of our board of directors.

There are no family relationships between either Mr. Jackson or Mr. Amos and the Company and neither has engaged in any related party transactions with the Company.

Following the Company’s appointment of Messrs. Jackson and Amos to the Company’s Board, the Company has now regained compliance with Nasdaq Listing Rule 5605, the requirement to maintain a majority independent board of directors.

Item 7.01. Regulation FD Disclosure.

On July 7, 2020, the Company issued a press release announcing the appointment of Messrs. Jackson and Amos to the Company’s Board. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	<u>Letter Agreement, dated June 30, 2020, between Boxlight Corporation and R. Wayne Jackson.</u>
10.2	<u>Letter Agreement, dated June 30, 2020, between Boxlight Corporation and Charles P. Amos.</u>
99.1	<u>Press Released dated July 7, 2020.</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: July 7, 2020

BOXLIGHT CORPORATION

By: /s/ Michael Pope

Name: **Michael Pope**

Title: **President**

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Section 2: EX-10.1

Exhibit 10.1



Boxlight Corporation
1045 Progress Circle
Lawrenceville, GA 30043
www.boxlight.com

June 30, 2020

R. Wayne Jackson
6500 Long Island Dr., NW
Atlanta, GA 30328

Dear Mr. Jackson:

This letter will serve to outline our mutual agreement and understanding with regard to your appointment to the board of directors (the "Board") of Boxlight Corporation, a Nevada corporation ("Boxlight" or the "Company"). It is understood that you will become a member of the Board of Boxlight effective as of the date of this letter agreement. You will also serve as the Chair of the Audit Committee.

Boxlight's Class A Common Stock is listed on the Nasdaq Capital Market under the ticker symbol "BOXL."

In connection with this Board appointment, you agree to:

- Include in all required filings with the Securities and Exchange Commission (the "SEC") the listing of your name as a director of Boxlight;
- Furnish to Boxlight and its securities counsel your resume for at least the past five years for inclusion in the Company's Form 10-K and other required filings;
- Submit to a background check; and
- Complete and submit to Boxlight's counsel an officers and directors questionnaire.

As Chair of the Audit Committee and financial expert, you certify that you meet the following requirements:

- An understanding of financial statement and US GAAP;
- An ability to assess the general application of US GAAP for estimates, accruals and reserves;
- Experience preparing, auditing, analyzing or evaluating financial statements of the same level of complexity as the issuer's financial statements, or experience actively supervising those who engaged in such activities; and
- An understanding of the audit committee's functions.

These attributes can be obtained by:

- Education and experience as a principal financial officer, principal accounting officer, controller, public accountant or auditor, or experience in one or more positions that involve the performance of a similar function;
 - Experience actively supervising a principal financial officer, principal accounting officer, controller, public accountant, auditor or person performing similar functions; or
 - Experience overseeing or assessing the performance of companies or public accountants in preparing, auditing or evaluation financial statements.
-

In consideration for your agreement to serve on the Board, Boxlight hereby agrees to grant to you \$50,000 in Boxlight Restricted Stock Units (the “RSUs”), in accordance with the terms of the 2014 Boxlight Corporation Stock Incentive Plan. The RSUs will be calculated using the per share closing price on the date this agreement is signed and will vest quarterly over a period of one year.

The Company agrees to maintain not less than \$5.0 million of officers and directors liability insurance coverage.

If the above is acceptable, please so indicate by executing and returning a copy of this letter agreement in the space provided below.

Very truly yours,

Michael Pope
CEO & Chairman
Boxlight Corporation

ACCEPTED AND AGREED

/s/ R. Wayne Jackson

R. Wayne Jackson

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Section 3: EX-10.2

Exhibit 10.2



Boxlight Corporation
1045 Progress Circle
Lawrenceville, GA 30043
www.boxlight.com

June 30, 2020

Chuck Amos
3327 Tripoli Blvd.
Punta Gorda, FL 33950

Re: Boxlight Board of Directors

Dear Mr. Amos:

This letter will serve to outline our mutual agreement and understanding with regard to your appointment to the board of directors (the “Board”) of Boxlight Corporation, a Nevada corporation (“Boxlight” or the “Company”). It is understood that you will become a member of the Board of Boxlight effective as of the date of this letter agreement. You will also serve as the Chair of the Nominating and Governance Committee.

Boxlight’s Class A Common Stock is listed on the Nasdaq Capital Market under the ticker symbol “BOXL.”

In connection with this Board appointment, you agree to:

- Include in all required filings with the Securities and Exchange Commission (the “SEC”) the listing of your name as a director of Boxlight;
- Furnish to Boxlight and its securities counsel your resume for at least the past five years for inclusion in the Company’s Form 10-K and other required filings;
- Submit to a background check; and
- Complete and submit to Boxlight’s counsel an officers and directors questionnaire.

In consideration for your agreement to serve on the Board, Boxlight hereby agrees to grant to you \$50,000 in Boxlight Restricted Stock Units (the “RSUs”), in accordance with the terms of the 2014 Boxlight Corporation Stock Incentive Plan. The RSUs will be calculated using the per share closing price on the date this agreement is signed and will vest quarterly over a period of one year.

The Company agrees to maintain not less than \$5.0 million of officers and directors liability insurance coverage.

If the above is acceptable, please so indicate by executing and returning a copy of this letter agreement in the space provided below.

Very truly yours,

Michael Pope
CEO & Chairman
Boxlight Corporation

ACCEPTED AND AGREED

/s/ Chuck Amos

Chuck Amos

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Section 4: EX-99.1

Exhibit 99.1



Boxlight Announces the Appointment of Wayne Jackson and Charles Amos as Independent Board Members

Lawrenceville, GA – Jul. 7, 2020 – Boxlight Corporation (NASDAQ: BOXL), a leading provider of interactive technology solutions for the global education market, is pleased to announce the appointment of R. Wayne Jackson and Charles Amos as independent members of its board of directors.

From July 2015 to December 2019, Wayne Jackson served as the Chief Financial Officer of Secureworks Corp. Before joining Secureworks Corp., from May 2003 until June 2015, Mr. Jackson was a partner at PricewaterhouseCoopers, LLP, an independent registered public accounting firm (“PwC”). At PwC, Mr. Jackson was the lead engagement partner for a number of the firm’s largest public company clients before leaving the firm in June 2015. In addition, he served as the global leader of PwC’s Entertainment and Media Group from June 2004 through June 2007. Mr. Jackson also served at PwC in a variety of roles between July 1979 and January 2000, including as partner in its Entertainment, Media and Communications group from 1991 through 1999. From January 2000 to October 2002, Mr. Jackson was Chief Financial Officer and Senior Vice President of Concert Communications Services (“Concert”), a global joint venture created by AT&T Inc. and British Telecommunications plc, two global telecommunications companies. In his role as Chief Financial Officer of Concert, Mr. Jackson was responsible for all finance, treasury, budget, planning and forecast functions for the company. Mr. Jackson is a certified public accountant, and his experiences as a CFO and partner at PwC qualify him as a financial expert.

Charles P. Amos is a 30-year veteran of the education market and has served in a number of leadership and board positions during that time. Most recently Mr. Amos served as the CEO of GuideK12, a K-12 education focused data analytics company from June 2012 to February of 2020. GuideK12 was acquired by Forecast 5 where Mr. Amos now serves as Senior Managing Director, ensuring a smooth transition for the acquisition. He also has been CEO of The Amos Group since August of 2007. Prior to 2008, Mr. Amos served as the CEO and Chairman of Atomic Learning (now called Hoonuit), as well as serving in sales leadership positions at Apple and EdTech, LLC. Mr. Amos received a B.S. in Business with an emphasis on finance. Mr. Amos’s 30 years of experience in the US and international K-12 market and his long track record as a successful entrepreneur makes him ideally suited to and valued as a member of our board of directors.

“On behalf of Boxlight and the board of directors, I am pleased to welcome both Wayne and Charles to the board,” stated Boxlight Chairman and CEO Michael Pope. “Both individuals bring tremendous experience and I welcome their outside perspective and governance as we navigate our next chapter as a company.”

As a result of the director appointments, the Company now has seven directors including four independent directors and is in compliance with Nasdaq Listing Rule 5605, which requires the Company to maintain a majority independent board of directors.

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, as well as business uncertainty associated with the ongoing COVID-19 pandemic. Boxlight encourages you to review other factors that may affect its future results in Boxlight’s filings with the Securities and Exchange Commission.

Contacts

Media

Sunshine Nance
+1 360-464-2119 x254
sunshine.nance@boxlight.com

Investor Relations

Michael Pope
+1 360-464-4478
michael.pope@boxlight.com

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