

# BOSTON OMAHA CORP

## **FORM 8-K** (Current report filing)

Filed 06/13/17 for the Period Ending 06/12/17

Address	292 NEWBURY STREET, SUITE 333 BOSTON, MA 02115
Telephone	857-256-0079
CIK	0001494582
Symbol	BOMN
SIC Code	6510 - Real Estate Operators (except Developers) And
Industry	Advertising & Marketing
Sector	Consumer Cyclical
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 (Date of earliest event reported): June 12, 2017

**BOSTON OMAHA CORPORATION (formerly known as  
REO PLUS, INC.)**

(Exact name of registrant as specified in its Charter)

Delaware  
(State or other jurisdiction of Incorporation)

001-38113  
(Commission File Number)

27-0788438  
(IRS Employer Identification Number)

(Address and telephone number of principal executive offices, including zip code)

292 Newbury Street, Suite 333  
Boston, Massachusetts 02115  
(857) 256-0079

\_\_\_\_\_  
(Former name or address, if changed since last report)  
Not Applicable

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of Registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

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.

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**ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On June 13, 2017, we amended our management incentive bonus plan, to clarify that the definition of “Adjusted Stockholders’ Equity,” upon which the calculation of awards under the management incentive bonus plan is based, excludes changes in stockholders’ equity resulting from issuances of equity or derivative securities by the company.

The description of the Amendment to Management Incentive Bonus Plan is qualified in its entirety by reference to the full text of the Amendment to Management Incentive Bonus Plan, a copy of which is attached to this Current Report on Form 8-K as Exhibit 10.1 and incorporated by reference herein.

**ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS**

On June 12, 2017, we approved the election of Vishnu Srinivasan as a director to fill the vacancy on our Board of Directors, to be effective upon the commencement of trading of our Class A common stock on the NASDAQ Capital Market. Upon his election to the Board of Directors, Mr. Srinivasan will serve on our audit and risk committee, our nominating and corporate governance committee and our compensation committee. This action was taken by means of an action by unanimous written consent of our Board of Directors in lieu of a special meeting.

Mr. Srinivasan, age 38, is currently a Director at Ganesh Investments, L.L.C., focused on public and private equity investments, and has served there since November 2012. Ganesh Investments provides investment advisory services to members of the Pritzker family and their charitable foundations. Previously, Mr. Srinivasan was an Analyst at Alyeska Investment Group, a long/short hedge fund, from November 2009 to October 2012, and a Principal at Berkshire Partners, a private equity fund, where he held various roles from August 2002 until October 2009. Mr. Srinivasan graduated summa cum laude from the Wharton School at the University of Pennsylvania with a degree in economics. Mr. Srinivasan also received an MBA from Harvard Business School.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Exhibit Title</b>
10.1	Amendment to Management Incentive Bonus Plan.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BOSTON OMAHA CORPORATION  
(Registrant)

By: /s/ Alex B. Rozek  
Alex B. Rozek, Co-Chief Executive Officer

Date: June 13, 2017

**AMENDMENT TO MANAGEMENT INCENTIVE BONUS PLAN**

THIS AMENDMENT TO MANAGEMENT INCENTIVE BONUS PLAN (this “ **Amendment** ”) is effective as of June 13, 2017, and amends the Management Incentive Bonus Plan (the “ **Plan** ”) of Boston Omaha Corporation, a Delaware corporation (the “ **Company** ”).

WHEREAS, pursuant to Section 3(a) of the Plan, the Compensation Committee of the Board of Directors of the Company (the “ **Committee** ”) administers the Plan; and

WHEREAS, pursuant to Section 7 of the Plan, the Committee may amend the Plan in any respect.

NOW, THEREFORE, the Committee hereby amends the Plan as follows:

1. Amendments. Effective upon the date hereof, the Plan shall be amended as follows:

(a) Section 2(a) of the Plan shall be deleted in its entirety and replaced with the following:

“(a) “ **Adjusted Stockholders’ Equity** ” shall mean the stockholders equity of the Company at the end of any fiscal year as determined by the Company’s independent auditors determined in accordance with generally accepted accounting principles as adjusted by excluding from such calculation any increase or decrease in stockholders’ equity resulting from issuances by the Company of its securities or securities of any subsidiary, purchases or redemptions of equity securities or other derivative securities or other changes in stockholders’ equity as a result of investing or financing activities. For the avoidance of doubt, Adjusted Stockholders’ Equity will be determined based only on income or losses from operations and not from investing activities or financing activities.”

2. Limitation. Except as expressly stated herein, all of the terms, covenants and provisions of the Plan shall otherwise remain unmodified and shall continue to be, and shall remain, in full force and effect in accordance with their respective terms. This Amendment is only effective at the specific time, in the specific instance and for the specific purpose for which it is given and shall not be effective for any other purpose, and shall not be deemed to be a waiver of, amendment of, or consent to or modifications of any other term or provision of the Plan.

[Signature page to follow]

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IN WITNESS WHEREOF, the member of the Compensation Committee of the Board of Directors of Boston Omaha Corporation has executed this Amendment as of the date first written above.

By: /s/ Bradford B. Briner  
Name: Bradford B. Briner

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[Signature Page to Amendment to Management Incentive Bonus Plan]