

BOSTON OMAHA CORP

FORM 8-K (Current report filing)

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Address	1411 HARNEY ST. SUITE 200 OMAHA, NE, 68102
Telephone	857-256-0079
CIK	0001494582
Symbol	BOMN
SIC Code	6510 - Real Estate Operators (No Developers) and Lessors
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): May 7, 2018 (May 4, 2018)

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)

1411 Harney St., Suite 200
Omaha, Nebraska 68102

(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 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

ITEM 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On May 4, 2018, Boston Omaha Corporation’s (the “Company”) stockholders voted to amend the Company’s Second Amended and Restated Certificate of Incorporation. This action was approved by stockholders at a special meeting, as described in Item 5.07 of this Current Report on Form 8-K. The Certificate of Amendment (i) increases the number of authorized shares of the Company’s common stock from 20,000,000 to 40,000,000, and (ii) increases the number of authorized shares of the Company’s Class A common stock from 18,838,884 to 38,838,884.

The description of the Certificate of Amendment is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated by reference herein.

ITEM 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

On May 4, 2018, the Company’s stockholders approved, by means of a vote taken at a special meeting, an action to amend the Company’s Second Amended and Restated Certificate of Incorporation. The terms of the amendment are described in Item 5.03 of this Current Report on Form 8-K and the Certificate of Amendment is attached to this Current Report on Form 8-K as Exhibit 3.1 and incorporated by reference herein.

At the special meeting, the stockholders voted as set forth below on the following proposal, which is described in detail in the Company’s definitive proxy statement on Schedule 14A as filed with the Securities and Exchange Commission on March 28, 2018.

Of the Company’s 16,607,157 shares of Class A common stock issued and outstanding and entitled to vote as of the record date on March 7, 2018, a quorum of 10,350,596 shares of Class A common stock, or 62.3% of the Class A common stock entitled to vote, was present in person, via remote communication or represented by proxy at the special meeting. In addition, all of the Company’s 1,055,560 shares of Class B common stock issued and outstanding and entitled to vote as of the record date on March 7, 2018 were present in person, via remote communication or represented by proxy at the special meeting. Each share of Class B common stock has 10 votes and the reports represented below reflect the total Class B common stock votes counting each share of Class B common stock as 10 votes, or 10,555,600 total votes attributed to the Class B common stock in the aggregate, out of a total of 20,894,594 votes cast for.

The final voting results for each matter submitted to a vote of the stockholders at the special meeting are as follows:

Proposal No. 1. Charter Amendment

The authorization of the Certificate of Amendment.

Votes Cast For	Votes Cast Against	Number of Abstentions	Number of Broker Non-Votes
20,894,594	10,957	645	5,838,098

ITEM 8.01 OTHER ITEMS

On May 7, 2018, the Company issued a press release entitled “Boston Omaha Corporation Announces Increase in Authorized Shares of Common Stock.” The full text of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1, and is incorporated herein by reference.

FORWARD-LOOKING STATEMENTS

This communication contains forward-looking statements. Forward-looking statements use words such as “expect,” “anticipate,” “outlook,” “intend,” “believe,” “will,” “should,” “would,” “could” and words of similar meaning. Statements that do not relate to historical or current fact, are examples of forward-looking statements. These forward-looking statements are based on the Company’s current assumptions, expectations and beliefs and involve substantial risks and uncertainties that may cause results, performance or achievement to materially differ from those expressed or implied by these forward-looking statements. Forward-looking statements are not guarantees of future performance, and there are a number of important factors that could cause actual outcomes and results to differ materially from the results contemplated by such forward-looking statements. Further information on risks and uncertainties affecting the Company’s business are described in the Company’s filings with the Securities and Exchange Commission (the “SEC”), including under the headings “*Risk Factors*” and “*Management’s Discussion and Analysis of Financial Condition and Results of Operations*” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017 filed with the SEC on March 30, 2018 and in any of the Company’s subsequently filed Form 10-Qs. Any forward-looking statement speaks only as of the date which it is made. The Company does not undertake any obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits. The Exhibit Index set forth below is incorporated herein by reference.

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Exhibit Title</u>
3.1	Certificate of Amendment of Boston Omaha Corporation.
99.1	Press release, dated May 7, 2018, titled “Boston Omaha Corporation Announces Increase in Authorized Shares of Common Stock.”

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.

BOSTON OMAHA CORPORATION
(Registrant)

By: /s/ Joshua P. Weisenburger

Joshua P. Weisenburger
Chief Financial Officer

Date: May 7, 2018

**CERTIFICATE OF AMENDMENT
TO THE
SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
BOSTON OMAHA CORPORATION**

Boston Omaha Corporation, a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the “**General Corporation Law**”), hereby certifies as follows:

1. The present name of the corporation (hereinafter called the “**Corporation**”) is Boston Omaha Corporation.

2. The Corporation was originally incorporated by filing its Certificate of Incorporation pursuant to the General Corporation Law on March 16, 2015 under the name Boston Omaha Corporation, and the Corporation filed an Amended and Restated Certificate of Incorporation in the office of the Secretary of the State of Delaware on June 18, 2015, and filed a Second Amended and Restated Certificate of Incorporation in the office of the Secretary of the State of Delaware on May 25, 2017 (collectively, the “**Certificate of Incorporation**”).

3. The amendment to the Certificate of Incorporation set forth below was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law by (i) unanimous written consent of the Board of Directors of the Corporation, who declared such amendment advisable, and (ii) written consent of a majority of the outstanding shares of each of the Class A Common Stock, par value \$0.001 per share of the Corporation and the Class B Common Stock, par value \$0.001 per share of the Corporation, which represents a majority of the outstanding voting power of all classes and series of capital stock of the Corporation entitled to vote on the matters set forth herein, in accordance with Section 228 of the General Corporation Law.

4. That the Certificate of Incorporation of the Corporation be, and hereby is, amended as follows:

(a) That the first paragraph of Article FOURTH of the Certificate of Incorporation of the Corporation be, and hereby is, deleted in its entirety and replaced with the following:

“The total number of shares of all classes of stock which the Corporation shall have authority to issue is forty one million (41,000,000) shares, consisting of: (i) forty million (40,000,000) shares of Common Stock, \$0.001 par value per share (“**Common Stock**”), of which thirty eight million eight hundred thirty eight thousand eight hundred and eighty four (38,838,884) are designated “Class A Common Stock” (“**Class A Common Stock**”) and one million one hundred sixty-one thousand one hundred and sixteen (1,161,116) are designated “Class B Common Stock” (“**Class B Common Stock**”) and (ii) one million (1,000,000) shares of Preferred Stock, \$0.001 par value per share (“**Preferred Stock**”).”

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IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Second Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer this 4th day of May, 2018.

BOSTON OMAHA CORPORATION

By: /s/ Alex B. Rozek

Name: Alex B. Roze

Title: Co-Chief Executive Officer

BOSTON OMAHA CORPORATION ANNOUNCES INCREASE IN AUTHORIZED SHARES OF COMMON STOCK

Omaha, Nebraska (Business Wire)

May 7, 2018

On May 4, 2018, Boston Omaha Corporation (NASDAQ: BOMN) (the “Company”) held a Special Meeting of Stockholders where the Company’s stockholders voted to approve the amendment to the Company’s Second Amended and Restated Certificate of Incorporation to increase the number of authorized shares of common stock, \$.001 par value per share, from 20,000,000 to 40,000,000, all of which additional shares will be allocated to increase the number of authorized shares of the Company’s Class A common stock from 18,838,884 to 38,838,884. The Company’s authorized common stock now consists of 38,838,884 shares of Class A common stock and 1,161,116 shares of Class B common stock.

The final voting results for each matter submitted to a vote of the stockholders at the special meeting are as follows:

Votes Cast For	Votes Cast Against	Number of Abstentions	Number of Broker Non-Votes
20,894,594	10,957	645	5,838,098

This increase in the number of authorized shares was also a closing condition to the subsequent closing of the private placement previously announced on February 22, 2018. The initial closing was on March 6, 2018 and the subsequent closing is expected to close in May 2018. In addition, a portion of the additional authorized shares will be needed for any future sales of Class A common stock under the Company’s current shelf registration statement, including the “at the market offering” through Cowen and Company, LLC.

About Boston Omaha Corporation

Boston Omaha Corporation is a public company engaged in several lines of business, including outdoor advertising and surety insurance, and also maintains investments in commercial real estate and residential homebuilding businesses.

Forward-Looking Statements

Any statements in this press release about the Company’s future expectations, plans and prospects, including statements about our financing strategy, future operations, future financial position and results, market growth, total revenue, as well as other statements containing the words “anticipate,” “believe,” “continue,” “could,” “estimate,” “expect,” “intend,” “may,” “might,” “plan,” “potential,” “predict,” “project,” “should,” “target,” “will,” or “would” and similar expressions, constitute forward-looking statements within the meaning of the safe harbor provisions of The Private Securities Litigation Reform Act of 1995. The Company may not actually achieve the plans, intentions or expectations disclosed in the Company’s forward-looking statements, and you should not place undue reliance on the Company’s forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements the Company make as a result of a variety of risks and uncertainties, including risks related to the Company’s estimates regarding the potential market opportunity for the Company’s current and future products and services, the Company’s expectations regarding the Company’s sales, expenses, gross margins and other results of operations, and the other risks and uncertainties described in the “Risk Factors” sections of the Company’s public filings with the Securities and Exchange Commission. In addition, the forward-looking statements included in this press release represent the Company’s views as of the date hereof. The Company anticipates that subsequent events and developments may cause the Company’s views to change. However, while the Company may elect to update these forward-looking statements at some point in the future, the Company specifically disclaim any obligation to do so. These forward-looking statements should not be relied upon as representing the Company’s views as of any date subsequent to the date hereof.

Contacts:

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