

Williams Industrial Services Group Inc.
Form 8-K
March 21, 2019

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): **March 19, 2019**

Williams Industrial Services Group Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-16501
(Commission
File Number)

73-1541378
(IRS Employer
Identification Number)

100 Crescent Centre Parkway, Suite 1240

Edgar Filing: Williams Industrial Services Group Inc. - Form 8-K

Tucker, Georgia 30084

(Address of Principal Executive Offices, Zip Code)

Registrant's telephone number, including area code: 770-879-4400

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))

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.

Item 5.08 Shareholder Director Nominations.

Annual Meeting

On March 19, 2019, the Board of Directors (the *Board*) of Williams Industrial Services Group Inc., a Delaware corporation (the *Company*), determined that the Company's next Annual Meeting of Stockholders (the *Annual Meeting*) will be held on Monday, June 10, 2019, at 9:00 a.m. at the Company's offices located at 100 Crescent Centre Parkway, Suite 104, Tucker, Georgia 30084. The Board further determined that the record date for the determination of stockholders entitled to receive notice of, and vote at, the Annual Meeting shall be the close of business on Monday, April 22, 2019. Because the date of the Annual Meeting differs by more than thirty (30) days from the anniversary date of the 2018 Annual Meeting of Stockholders (the *2018 Annual Meeting*), which was held on November 9, 2018, the Company is providing this information in accordance with Rule 14a-5(f) under the Securities and Exchange Act of 1934, as amended (the *Exchange Act*).

Deadline for Stockholder Proposals

As noted above, the Annual Meeting date represents a change of more than thirty (30) days from the anniversary of the 2018 Annual Meeting. Accordingly, the Company has set a new deadline for the receipt of any stockholder proposals submitted pursuant to Rule 14a-8 under the Exchange Act for inclusion in the Company's proxy materials for the Annual Meeting. Pursuant to Rule 14a-8(e)(2) under the Exchange Act, such proposals must be received by the Company's Secretary at the Company's headquarters, 100 Crescent Centre Parkway, Suite 1240, Tucker, Georgia 30084, on or before the close of business on Monday, April 1, 2019, which the Company has determined to be a reasonable period of time before it expects to begin to print and send its proxy materials. Such proposals also need to comply with the rules of the U.S. Securities and Exchange Commission regarding the inclusion of stockholder proposals in the Company's proxy materials, and may be omitted if not in compliance with applicable requirements.

Pursuant to the Company's Fourth Amended and Restated Bylaws (the *Bylaws*), the deadline for stockholder proposals submitted outside of Rule 14a-8 of the Exchange Act and director nominations is the later of the ninetieth (90th) day prior to the Annual Meeting and the tenth (10th) day following the date on which notice of the date of the Annual Meeting is given. Accordingly, to be considered timely, advance notice of such stockholder proposals and nominations must be received by the Company's Secretary no later than the close of business on Monday, April 1, 2019. Such advance notice of stockholder proposals and nominations must also comply with the requirements set forth in the advance notice provisions contained in the Bylaws, and the stockholders are urged to read the complete text of such advance notice provisions.

Item 8.01 Other Events.

On March 19, 2019, the Company issued a press release announcing that, effective that day, its common stock began trading on the OTCQX® Best Market, upgrading from the Pink® market. The Company's stock continues to trade under the symbol WLMS. Investors can find Real-Time Level 2 quotes and financial disclosures for the Company on www.otcmarkets.com. A copy of the press release is attached as Exhibit 99.1 to this report and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

Edgar Filing: Williams Industrial Services Group Inc. - Form 8-K

**Exhibit
Number**

Description

99.1 Press Release, dated March 19, 2019.

SIGNATURE

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

Dated: March 21, 2019

Williams Industrial Services Group Inc.

By: */s/ Charles E. Wheelock*
Charles E. Wheelock
Vice President, Administration, General Counsel &
Secretary
