

FINJAN HOLDINGS, INC.
Form 8-K
April 09, 2018

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): April 9, 2018

FINJAN HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---|--|
| Delaware (State or other jurisdiction of incorporation) | 000-33304 (Commission File Number) | 20-4075963 (IRS Employer Identification No.) |
| | 2000 University Avenue, Suite 600, East Palo Alto, CA (Address of principal executive offices) | 94303 (Zip Code) |

Registrant's telephone number, including area code: 650-282-3228

(Former name or former address, if changed since last report)

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 8.01. Other Events.

On April 9, 2018, Finjan Holdings, Inc. (the “Company”), and its wholly-owned subsidiary, Finjan, Inc. (“Finjan”), announced that Finjan had entered into a Confidential Patent License and Settlement Agreement (the “Finjan License”) with Carbon Black, Inc., a Delaware corporation (“Carbon Black”), on April 6, 2018 (the “Effective Date”), whereby the companies have resolved all pending litigation matters (Case No. 5:18-cv-01760-NC). In addition, Finjan Mobile, Inc., a wholly-owned subsidiary of the Company (“Finjan Mobile”), and Carbon Black have entered into a separate Confidential Patent Cross License Agreement (the “Cross License”), which serves to ensure the parties’ freedom to operate under the other’s patent portfolio. The terms of each agreement are confidential.

Under the terms of the Finjan License, Carbon Black agreed to pay Finjan \$3.9 million in license fees, as follows: (A) \$1.3 million within five (5) business days of the Effective Date of the Finjan License, (B) \$1.3 million on or before September 30, 2018 and (C) \$1.3 million on or before December 31, 2018. Further, upon acquisition of Carbon Black or acquisitions by Carbon Black, additional one-time license fees will be due to Finjan equal to eight percent (8%) of the gross revenues of certain qualifying products and services for the four (4) concluded quarters immediately preceding the acquisition.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The information in this current report on Form 8-K and the exhibit attached hereto shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits

(d)Exhibits.

| Exhibit No. | Description |
|-------------|--|
| 99.1 | <u>Press Release, dated April 9, 2018, entitled “Finjan and Carbon Black Enter Patent License Agreement – All Pending Litigation Matters Resolved and Freedom to Operate ensured between Parties.”</u> |

SIGNATURE

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.

FINJAN HOLDINGS, INC.

Date: April 9, 2018 By: /s/ Philip Hartstein
Philip Hartstein
President & Chief Executive Officer