

WIRELESS TELECOM GROUP INC

Form 8-K

March 05, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **February 27, 2019**

Wireless Telecom Group, Inc.

(Exact Name of Registrant as Specified in Its Charter)

New Jersey

(State or Other Jurisdiction of Incorporation)

001-11916

22-2582295

(Commission File Number) (IRS Employer Identification No.)

25 Eastmans Road

Parsippany, New Jersey

07054

(Address of Principal Executive Offices) (Zip Code)

(973) 386-9696

(Registrant's Telephone Number, Including Area Code)

Edgar Filing: WIRELESS TELECOM GROUP INC - Form 8-K

(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 (*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.

Item 1.01 Entry into a Material Definitive Agreement

On February 27, 2019, Wireless Telecom Group, Inc. and domestic subsidiaries (“the Company”), as borrowers, and Bank of America, N.A. entered into Amendment No. 3 to the Loan and Security Agreement (the “Credit Facility”) which, among other things, extended the Revolver Termination Date from November 16, 2019 to March 31, 2020. A copy of Amendment No. 3 is filed herewith as Exhibit 10.1 and is incorporated herein by this reference.

The Credit Facility is secured by liens on all of the Company’s assets including a pledge of 66 1/3% of the equity interests in the Company’s Foreign Subsidiaries and contains customary affirmative and negative covenants for a Credit Facility of this type.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.1 Amendment No. 3 to the Loan and Security Agreement by and among Wireless Telecom Group, Inc., Boonton Electronic Corporation, Microlab/FXR and Bank of America, N.A., dated February 27, 2019.

SIGNATURES

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.

WIRELESS TELECOM GROUP, INC.

Date: March 5, 2019 By: /s/ Timothy Whelan
Timothy Whelan
Chief Executive Officer and Director

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|--|
| 10.1 | <u>Amendment No. 3 to the Loan and Security Agreement by and among Wireless Telecom Group, Inc., Boonton Electronic Corporation, Microlab/FXR and Bank of America, N.A., dated February 27, 2019</u> |