

IZEA Worldwide, Inc.
Form 8-K
September 19, 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): September 19, 2018

IZEA WORLDWIDE, INC.

(Exact Name of Registrant as Specified in Charter)

Nevada	001-37703	37-1530765
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

480 N. Orlando Avenue, Suite 200	32789
Winter Park, Florida	
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (407) 674-6911

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 1.01 Entry into a Material Definitive Agreement.

On September 19, 2018, IZEA Worldwide, Inc., a Nevada corporation (the “Company”), entered into an underwriting agreement (the “Underwriting Agreement”) with Craig-Hallum Capital Group LLC, as representative of the several Underwriters set forth in Schedule I thereto (the “Representative”), relating to the firm-commitment underwritten public offering of 1,407,333 shares of the Company’s common stock, par value \$0.0001 per share (the “Shares”), at a public offering price of \$1.50 per share (the “Offering”). The Company expects to receive approximately \$1.8 million in net proceeds from the Offering after deducting the underwriting discount and estimated offering expenses payable by the Company. The Offering is scheduled to close on September 21, 2018, subject to customary closing conditions.

The Offering is being made pursuant to the Company’s Registration Statement on Form S-3 (File No. 333-212247) previously filed with and declared effective by the Securities and Exchange Commission.

The Underwriting Agreement contains customary representations, warranties and covenants by the Company. It also provides for customary indemnification by each of the Company and the Underwriters for losses or damages arising out of or in connection with the Offering. In addition, pursuant to the terms of the Underwriting Agreement, each director and executive officer of the Company has entered into an agreement with the Representative not to sell, transfer or otherwise dispose of securities of the Company for 90 days after the date of the final prospectus supplement, subject to certain exceptions.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is attached hereto as Exhibit 1.1 and is incorporated by reference into this Item 1.01. A copy of the opinion of Olshan Frome Wolosky LLP, as legal counsel to the Company, relating to the legality of the issuance and sale of the Shares in the offering is attached hereto as Exhibit 5.1.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

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| 1.1 | <u>Underwriting Agreement dated September 19, 2018.</u> |
| 5.1 | <u>Opinion of Olshan Frome Wolosky LLP.</u> |
| 23.1 | <u>Consent of Olshan Frome Wolosky LLP (contained in legal opinion filed herewith as Exhibit 5.1).</u> |
| 99.1 | <u>Press Release issued by IZEA Worldwide, Inc. on September 18, 2018, announcing the launch of the Offering.</u> |
| 99.2 | <u>Press Release issued by IZEA Worldwide, Inc. on September 19, 2018, announcing the pricing of the Offering.</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.

IZEA WORLDWIDE, INC.

Date: September 19, 2018 By: /s/ Edward H. (Ted) Murphy Edward H. (Ted) Murphy
President and Chief Executive Officer