R F INDUSTRIES LTD
Form 8-K
October 31, 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):

October

31, 2018

### RF INDUSTRIES, LTD.

(Exact name of registrant as specified in its charter)

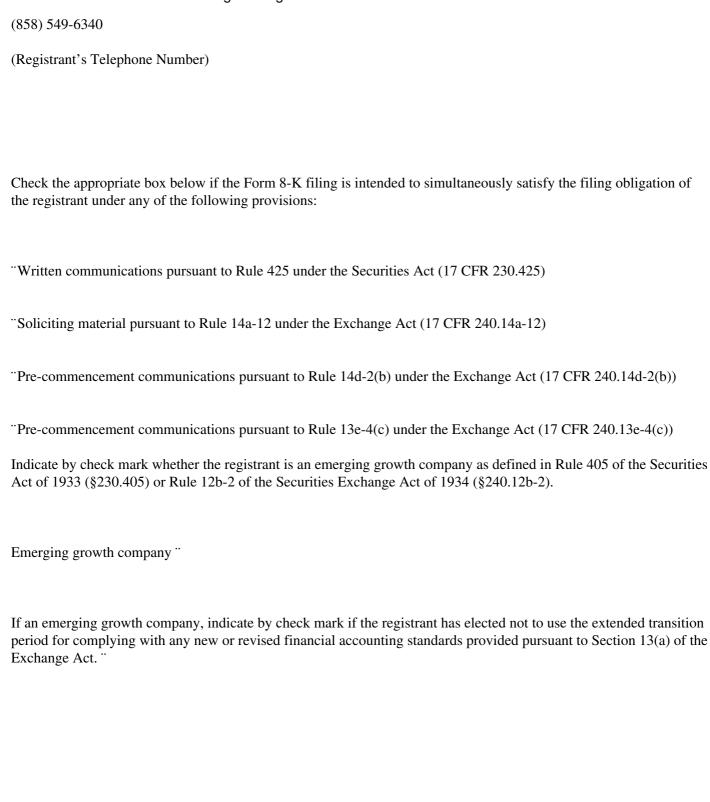
Nevada 0-13301 88-0168936

(State or Other Jurisdiction (Commission File Number) (I.R.S. Employer of Incorporation)

7610 Miramar Road, Bldg. 6000

San Diego, California 92126-4202

(Address of Principal Executive Offices)



Item 1.01

Entry into a Material Definitive Agreement.

On October 31, 2018, RF Industries, Ltd. (the "Company") and RAP Acquisition Inc., a New Jersey corporation ("RAP Acquisition") entered into a stock purchase agreement (the "SPA") under which RAP Acquisition agreed to purchase 100% of the issued and outstanding shares of Comnet Telecom Supply, Inc., a New York corporation ("Comnet Telecom") from the Company (the "Sale").

Comnet Telecom is a New Jersey-based manufacturer and supplier of telecommunications and data products, including fiber optics cables, cabling technologies, custom patch cord assemblies, data center consoles and other data center equipment. Comnet was one of the three subsidiaries of the Company in the Company's "Custom Cabling Manufacturing and Assembly" segment. The Company acquired Comnet Telecom in January 2015 from Robert A. Portera, and Comnet Telecom has been a wholly-owned subsidiary of the Company since that time. Mr. Portera served as the President of Comnet Telecom during the period that Comnet Telecom was owned by the Company, and is the founder and principal of RAP Acquisition.

The closing under the SPA occurred on October 31, 2018, concurrently with the execution of the SPA. At the closing, RAP Acquisition paid the Company \$4,200,000 in cash, and the Company sold, conveyed, transferred and delivered all of the issued and outstanding shares of Comnet Telecom to RAP Acquisition.

The preceding summary does not purport to be complete and is qualified in its entirety by reference the SPA, a copy of which is filed as Exhibit 10.1, and which is incorporated herein by reference.

Item 2.01 Completion of Acquisition or Disposition of Assets.

A summary of the terms of the Sale are set forth in Item 1.01 above, which information is incorporated herein by reference.

Item 8.01 Other Events.

On October 31, 2018, the Company issued a press release announcing the closing of the Sale. A copy of the press release is furnished as Exhibit 99.1 hereto.

### Item 9.01

### Financial Statements and Exhibits

(d) Exhibits.

## **Exhibit No. Description**

Stock Purchase Agreement between RF Industries, Ltd. and RAP Acquisition Inc., dated October 31,

<u>2018</u>

99.1 Press Release of RF Industries, Ltd. dated October 31, 2018.

### **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.

October 31, 2018 By:/s/ Robert Dawson Robert Dawson President and Chief Executive Officer