

Deep Down, Inc.  
Form 8-K  
April 16, 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)**

**April 12, 2019**

**DEEP DOWN, INC.**

**(Exact name of registrant as specified in its charter)**

**Nevada**                      **000-30351**                      **75-2263732**  
(State or other jurisdiction) (Commission File Number) (I.R.S. Employer)

of incorporation)

Identification No.)

**18511 Beaumont Highway, Houston, TX 77049**

(Address of principal executive offices) (Zip Code)

**(281) 517-5000**

Registrant's telephone number, including area code

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 or Rule 12b-2 of the Securities Exchange Act of 1934

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. ☐

## **SECTION 5 – CORPORATE GOVERNANCE AND MANAGEMENT**

### **ITEM 5.02. – Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

#### *(d) Election of Directors*

On April 16, 2019, Deep Down, Inc. (the “Company”) announced Mr. David J. Douglas and Mr. Neal I. Goldman have joined the Board of Directors (the “Board”) as independent directors. Mr. Douglas and Mr. Goldman were elected by the current directors on April 12, 2019 to fill two vacancies on the Board, effective as of April 16, 2019.

Mr. Douglas is the Principal of Jamaka Capital Management, LLC., the Company’s largest institutional investor. Mr. Douglas has over 30 years of investment experience as a principal including 25 years in the family office industry. Mr. Douglas is a graduate of the University of Pennsylvania’s Wharton School earning a BS in Economics, Magna Cum Laude.

Mr. Goldman is the President and Founder of Goldman Capital Management, Inc., a family office since 2018, which was previously an investment advisory firm founded in 1985. Mr. Goldman is a Chartered Financial Analyst (CFA). Mr. Goldman received his B.A. degree in Economics from The City University of New York (City College).

There are no family relationships between Mr. Douglas or Mr. Goldman and any director or executive officer of the Company, and there are no arrangements or understandings between them and any other person pursuant to which they were selected as directors. No determination has been made regarding the committees of the Board on which Mr. Douglas or Mr. Goldman will serve.

## **SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS**

### **ITEM 9.01 Financial Statements and Exhibits.**

#### *(d) Exhibits:*

99.1 Press Release issued by Deep Down, Inc. dated April 16, 2019

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## **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 thereunto duly authorized.

Date: April 16, 2019

### **DEEP DOWN, INC.**

By: /s/ Ronald E. Smith  
Ronald E. Smith  
Chief Executive Officer