

CAFEPRESS INC.

FORM 8-K/A (Amended Current report filing)

Filed 05/04/15 for the Period Ending 05/04/15

Address	1850 GATEWAY DRIVE SUITE 300 SAN MATEO, CA 94404
Telephone	650.655.3000
CIK	0001117733
Symbol	PRSS
SIC Code	5900 - Retail-Miscellaneous Retail
Industry	Retail (Catalog & Mail Order)
Sector	Services
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 8-K/A

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities and Exchange Act of 1934**

Date of Report (Date of earliest event reported): May 4, 2015

CAFEPRESS INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-35468
(Commission
File Number)

94-3342816
(I.R.S. employer
identification number)

6901 A Riverport Drive, Louisville, Kentucky 40258
(Address of principal executive offices, including zip code)

(Registrant's telephone number, including area code) (502) 995-2258

(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))
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Explanatory Note

This Current Report on Form 8-K/A (the “Amendment”) amends the Current Report on Form 8-K filed by CafePress, Inc. (the “Company”) on May 4, 2015. This Amendment is being filed to supplement information provided in Item 8.01 of the original Form 8-K solely to update the announcement date of the press release announcing its stock repurchase program. The information in this Amendment supersedes and replaces the information included in response to such Item in the original Form 8-K.

Item 8.01 Other Events.

On May 4, 2015, the Company announced that its Board has approved a stock repurchase program of up to twenty percent of the shares of common stock outstanding or an aggregate of 3.5 million shares of the Company’s common stock, whichever is less, over a period of one-year.

Any stock repurchases may be made through open market and privately negotiated transactions, or as otherwise may be determined by management, at times and in such amounts as management deems appropriate, and may or may not be made pursuant to one or more Rule 10b5-1 trading plans adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Under a Rule 10b5-1 trading plan, the Company may repurchase its shares regardless of any subsequent possession of material nonpublic information. The timing and amount of stock repurchased, if any, will depend on a variety of factors including stock price, market conditions, corporate and regulatory requirements (including applicable securities laws and regulations and the rules of The NASDAQ Stock Market), any additional constraints related to material inside information the Company may possess, and capital availability.

The Company has no commitment to make any repurchases. The repurchase program may be modified, extended or terminated by the Board of Directors at any time and there is no guarantee of the number of shares, if any, that will be repurchased under the program. The repurchase is expected be funded by cash on hand.

A copy of the press release is attached hereto as Exhibit 99.1.

Forward Looking Statements

This Item 8.01 contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Exchange Act, including statements regarding the Company’s stock repurchase program. These forward-looking statements are subject to involve risks and uncertainties. These forward-looking statements may be identified by terms such as “expect,” “may,” “continues,” or the negative of these terms, and similar expressions intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding the anticipated amount, duration, methods, timing and other aspects of our stock repurchase program and any anticipated benefits or value resulting from any such repurchases. These statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, any unforeseen need for

capital which may require us to divert funds we may have otherwise used for the stock repurchase program, may in turn negatively impact our ability to administer the repurchase of our common stock. In addition, the timing and amount of future stock repurchases, if any, will be made as management deems appropriate and will depend on a variety of factors including stock price, market conditions, corporate and regulatory requirements (including applicable securities laws and regulations and the rules of The NASDAQ Stock Market), any additional constraints related to material inside information the Company may possess, and capital availability. More information regarding these and other risks, uncertainties and factors is contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC, and in other reports filed by the Company with the SEC from time to time. You are cautioned not to unduly rely on these forward-looking statements, which speak only as of the date of this press release. All information in this press release and its attachments is as of the date stated and unless required by law, CafePress undertakes no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this press release or to report the occurrence of unanticipated events.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of CafePress Inc., dated May 4, 2015.

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 thereunto duly authorized.

Date: May 4, 2015

CafePress Inc.

By: /s/ Garrett Jackson

Garrett Jackson
Chief Financial Officer

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of CafePress Inc., dated May 4, 2015.



CafePress Announces Share Repurchase Program

LOUISVILLE, Ky., May 4, 2015 - CafePress Inc. (NASDAQ: PRSS) (the "Company") announced today that its Board of Directors approved a stock repurchase program under which it may begin purchasing up to twenty percent of the shares of common stock outstanding or an aggregate of 3.5 million shares of the Company's common stock, whichever is less, over a period of one-year.

"Our recent divestments have significantly strengthened our balance sheet, giving us the capital structure required to optimize our business. We believe that the repurchase plan reflects a further commitment to creating shareholder value," said Fred Durham, Chief Executive Officer.

Any stock repurchases may be made through open market and privately negotiated transactions, or as otherwise may be determined by management, at times and in such amounts as management deems appropriate, and may or may not be made pursuant to one or more Rule 10b5-1 trading plans adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934, as amended. The Company has no commitment to make any repurchases. The repurchase program may be modified, extended or terminated by the Board of Directors at any time and there is no guarantee of the number of shares, if any, that will be repurchased under the program. The repurchase is expected to be funded by cash on hand.

Notice Regarding Forward Looking Statements

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, including statements regarding the Company's stock repurchase program. These forward-looking statements are subject to involve risks and uncertainties. These forward-looking statements may be identified by terms such as "expect," "may," "continues," or the negative of these terms, and similar expressions intended to identify forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding the anticipated amount, duration, methods, timing and other aspects of our stock repurchase program and any anticipated benefits or value resulting from any such repurchases. These statements involve known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to differ materially from those expressed or implied by such forward-looking statements. These risks and uncertainties include, but are not limited to, any unforeseen need for capital which may require us to divert funds we may have otherwise used for the stock repurchase program, may in turn negatively impact our ability to administer the repurchase of our common stock. In addition, the timing and amount of future stock repurchases, if any, will be made as management deems appropriate and will depend on

a variety of factors including stock price, market conditions, corporate and regulatory requirements (including applicable securities laws and regulations and the rules of The NASDAQ Stock Market), any additional constraints related to material inside information the Company may possess, and capital availability. More information regarding these and other risks, uncertainties and factors is contained in the Company's Annual Report on Form 10-K for the year ended December 31, 2014, as filed with the SEC, and in other reports filed by the Company with the SEC from time to time. You are cautioned not to unduly rely on these forward-looking statements, which speak only as of the date of this press release. All information in this press release and its attachments is as of the date stated and unless required by law, CafePress undertakes no obligation to publicly revise any forward-looking statement to reflect circumstances or events after the date of this press release or to report the occurrence of unanticipated events.

About CafePress (PRSS):

CafePress is passionate about helping individuals forge connections and celebrate their identities, interests and obsessions through unique products and content.

Our customers include people from all walks of life who are drawn to products that are emotional, inspirational and motivational. CafePress continues to enhance its assortment of designs, brands, images and base goods within its library of print-on-demand products. This expansion solidifies CafePress' reputation as the ultimate resource for creating connections and bring-to-life creativity, opinions and passions. For more information, visit www.cafepress.com or connect with CafePress on [Facebook](#), [Twitter](#), [Pinterest](#) or [YouTube](#).

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