

# POINTS INTERNATIONAL LTD

## **FORM 6-K** (Report of Foreign Issuer)

Filed 05/05/17 for the Period Ending 05/05/17

Telephone	416-595-0000
CIK	0001204413
Symbol	PCOM
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Internet Services
Sector	Technology

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 6-K**

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16  
UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of May, 2017

Commission File Number: 001-35078

**POINTS INTERNATIONAL LTD.**

(Translation of registrant's name into English)

111 Richmond St., W. Suite 700, Toronto, ON, M5H 2G4, Canada

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F [ ] Form 40-F [X]

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): [ ]

**Note:** Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): [ ]

**Note:** Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant's "home country"), or under the rules of the home country exchange on which the registrant's securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant's security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934. Yes [ ] No [X]

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82- \_\_\_\_\_.

**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.

Points International Ltd.  
(Registrant)

Date: May 5, 2017

By: /s/ Michael D'Amico

Name: Michael D'Amico

Title: Chief Financial Officer

\* Print the name and title under the signature of the signing officer.

NYC#: 108692.1

SEC1815(04-09)

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

EXHIBIT INDEX

[99.1](#) [Press Release dated May 5, 2017](#)

[99.2](#) [Report of Voting Results](#)

---

---

## Points International Announces Results of Annual General Meeting

### *Appoints new board member*

TORONTO, Canada, May 5, 2017 -- Points (TSX: PTS) (Nasdaq: PCOM), the global leader in powering loyalty commerce, announced today that all resolutions put to the annual meeting of shareholders held on May 4, 2017 were passed, including the reappointment of the company's directors and the appointment of Charles Gillman as a new member of the board of directors.

The following votes were received with respect to each director nominee:

	<u>Number of Shares For</u>	<u>Number of Shares Withheld</u>
David Adams	5,965,978	983,947
Christopher Barnard	5,061,065	1,888,860
Michael Beckerman	5,968,428	981,497
Bernay Box	6,612,386	337,539
Douglas Carty	5,984,284	965,641
Bruce Croxon	5,061,221	1,888,704
Charles Gillman	6,590,952	358,973
Robert MacLean	5,968,228	981,697
John Thompson	5,966,178	983,747

In addition, shareholders voted in favor of the reappointment of KPMG LLP as the auditors of the company.

The following votes were received with respect to the resolution:

	<u>Number of Shares For</u>	<u>Number of Shares Withheld</u>
Appointment of Auditors	9,986,542	228,244

As a vote for the appointment of the auditors was taken by a show of hands, the number of votes disclosed reflects only those proxies received by management in advance of the meeting.

Bernay Box, Points' Chairman of the Board commented, "We are pleased to welcome Charles to our board of directors. We believe Charles will bring extensive experience and additional perspective to our board as an institutional investor and director of other companies, and will be an asset to our organization."

Mr. Gillman is currently the Executive Managing Director of the IDWR Multi-Family Office, a multi-family investment firm, a position he has held since June 2013. IDWR employs a team of analysts with expertise in finding publicly traded companies that require operational enhancement and an improvement in corporate capital allocation. From 2001 to 2013, Mr. Gillman was a portfolio manager of certain family office investment portfolios at Nadel and Gussman, LLC. Prior to his employment at Nadel and Gussman, Mr. Gillman worked in the investment industry and as a strategic management consultant at McKinsey & Company, where he gained experience designing operational turnarounds of U.S. and international companies. Mr. Gillman has served as a director of Digirad Corporation (NASDAQ: DRAD), a diagnostic imaging solutions company, since April 2012. In addition, Mr. Gillman currently serves on the boards of directors of Novation Companies, Inc., a specialty finance company, a post he has held since January 2016, Solitron Devices, Inc., a solid-state semiconductor components company, a post he has held since July 2016, Littlefield Corp, a charitable bingo business, a post he has held since May 2008, and Datawatch Corporation, a business computer software company, a post he held from April 2016 to April 2017.

---

Mr. Gillman is a Summa Cum Laude graduate of the Wharton School of the University of Pennsylvania and a Director of the Penn Club of New York, which serves as the Manhattan home of the Wharton and Penn alumni community.

#### About Points

**Points**, publicly traded as Points International Ltd. (TSX:PTS) (Nasdaq:PCOM), is the global leader in providing loyalty eCommerce and technology solutions to the world's top brands to power innovative services that drive increased loyalty program revenue and member engagement. With a growing network of almost 60 global loyalty programs integrated into its unique Loyalty Commerce Platform, Points offers three core private or co-branded services: Loyalty Currency Retailing, which includes the Buy, Gift & Transfer services, retails loyalty points and miles directly to consumers; Points Travel, which helps loyalty programs increase program revenue from hotel and car bookings, providing more opportunities for members to earn and redeem loyalty rewards more quickly; and Platform Partners, a multi-channel service offering which provides developers transactional access to dozens of loyalty programs and their hundreds of millions of members via a package of APIs. Points is headquartered in Toronto with offices in San Francisco and London.

For more information, visit [company.points.com](http://company.points.com), follow Points on Twitter (@PointsLoyalty) or read the [Points blog](#). For Points' financial information, visit [investor.points.com](http://investor.points.com).

#### Contact:

Points Investor Relations

ICR

Garo Toomajanian

[ir@points.com](mailto:ir@points.com)

---

**POINTS INTERNATIONAL LTD.  
ANNUAL MEETING OF SHAREHOLDERS  
MAY 4, 2017**

**Report on Voting Results**

Following the Annual Meeting of Shareholders of Points International Ltd. (the "Corporation") held on May 4, 2017 (the "Meeting") the following voting results were obtained at the Meeting:

<b>Items Voted Upon</b>	<b>Voting Result</b>		
1. Election of Directors.	<u>Number of Shares For</u>	<u>Number of Shares Withheld</u>	
	David Adams	5,965,978	983,947
	Christopher Barnard	5,061,065	1,888,860
	Michael Beckerman	5,968,428	981,497
	Bernay Box	6,612,386	337,539
	Douglas Carty	5,984,284	965,641
	Bruce Croxon	5,061,221	1,888,704
	Charles Gillman	6,590,952	358,973
	Robert MacLean	5,968,228	981,697
	John Thompson	5,966,178	983,747
2. Appointment of KPMG LLP as Auditors of the Corporation.	<u>Number of Shares For</u>	<u>Number of Shares Withheld</u>	
	9,986,542	228,244	

All resolutions put to the annual meeting of shareholders held on May 4, 2017 were passed. As a vote for the appointment of the auditors was taken by a show of hands, the number of votes disclosed reflects only those proxies received by management in advance of the meeting.

*(s) Charles Whitburn*

**Vice President & General Counsel  
Points International Ltd.**