

OMINTO, INC.

FORM 8-K (Current report filing)

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Address	1515 SOUTH FEDERAL HIGHWAY SUITE 307 BOCA RATON, FL, 33432
Telephone	561-362-2393
CIK	0001097792
Symbol	OMNT
SIC Code	7389 - Services-Business Services, Not Elsewhere Classified
Industry	Internet Services
Sector	Technology
Fiscal Year	09/30

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) March 1, 2018

Ominto, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-37639

(Commission
File Number)

13-4067623

(IRS Employer
Identification No.)

1515 S. Federal Highway, Suite 307, Boca Raton, FL

(Address of principal executive offices)

33432

(Zip Code)

Registrant's telephone number, including area code (561) 362-2393

(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 1 4a- 12 under the Exchange Act (17 CFR 240.1 4a- 12)
- Pre-commencement communications pursuant to Rule 1 4d-2(b) under the Exchange Act (17 CFR 240.1 4d-2(b))
- Pre-commencement communications pursuant to Rule 1 3e-4(c) under the Exchange Act (17 CFR 240.1 3e-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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

On March 1, 2018, Ominto, Inc. (the “Company”) received a letter (the “March 1 Letter”) from Nasdaq, which supersedes its letter dated February 22, 2018 (the “February 22” Letter) and was disclosed in the Company’s Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (“SEC”) on February 28, 2018 (the “February Report”). The March 1 Letter indicates that the Company is not in compliance with Nasdaq’s continued listing requirements under the timely filing criteria outlined in Listing Rule 5250(c)(1). Due to the delay in filing its annual report on Form 10-K for the year ended September 30, 2017 (the “10-K”), the Company has been unable to file its quarterly report on Form 10-Q for the quarter ended December 31, 2017 (the “10-Q”) with the SEC.

The March 1 Letter states that the Company must submit a plan no later than March 5, 2018, rather than April 23, 2018 as stated in the February 22 Letter and disclosed in the February Report, setting forth the actions it will take to regain compliance with the Listing Rules for continued listing. If Nasdaq accepts such plan, the Company may be granted an exception of up to 180 calendar days from the date the 10-K was due, or until June 27, 2018, to regain compliance. On March 5, 2018, the Company submitted its plan to regain compliance to Nasdaq. The letter from Nasdaq has no immediate effect on the listing of the Company’s common stock on the Nasdaq Capital Market.

Item 7.01. Regulation FD Disclosure.

On March 5, 2018, the Company issued a press release announcing that the filing of the Form 10-Q has been delayed. A copy of the press release is furnished as Exhibit 99.1 to this Report.

In accordance with General Instruction B.2 of Form 8-K, the press release is deemed to be “furnished” and shall not be deemed “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Cautionary Note Regarding Forward-Looking Statements . Except for historical information contained in this Form 8-K and the press release attached as an exhibit hereto, this Form 8-K and the press release contain forward-looking statements which involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary note in the press release regarding these forward-looking statements.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release dated March 5, 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.

Date: March 5, 2018

OMINTO, INC.

By: /s/ Jim Spielman

Name: Jim Spielman

Title: Chief Financial Officer

For Immediate Release**Ominto, Inc. Announces Non-Compliance with Nasdaq Stock Market Listing Requirements**

BOCA RATON, FL, March 5, 2018 -- Ominto, Inc. (Nasdaq: OMNT), a growth company with global operations in the e-commerce, marketing, and entertainment industries, today announced that on March 1, 2018, it received a letter from Nasdaq, which supersedes its letter dated February 22, 2018 and indicates that the Company is not in compliance with Nasdaq's continued listing requirements under the timely filing criteria outlined in Listing Rule 5250(c)(1). Due to the delay in filing its annual report on Form 10-K for the year ended September 30, 2017, the Company has been unable to file its quarterly report on Form 10-Q for the quarter ended December 31, 2017 (the "Form 10-Q") with the U.S. Securities and Exchange Commission.

The letter states that the Company must submit a plan no later than March 5, 2018, setting forth the actions it will take to regain compliance with the Listing Rules for continued listing. If Nasdaq accepts such plan, the Company may be granted an exception of up to 180 calendar days from the date the Form 10-K was due, or until June 27, 2018, to regain compliance. On March 5, 2018, the Company submitted its plan to regain compliance to Nasdaq. The letter from Nasdaq has no immediate effect on the listing of the Company's common stock on the Nasdaq Capital Market.

About Ominto, Inc.

Ominto is a growing company with global operations in the e-commerce, marketing, and entertainment industries. The company owns or invests in strategic entities that provide value to its global customer base.

Ominto is a pioneer in global Cash Back and first to market in many regions of the world. At the core of Ominto's business is Dubli.com, a global consumer Cash Back e-commerce digital marketplace. At Dubli.com or at Partner sites powered by Ominto.com, consumers shop at their favorite stores, save with the best coupons and deals, and earn Cash Back with each purchase. The Ominto.com website features thousands of brand name stores and industry-leading travel companies from around the world, providing Cash Back savings to consumers in more than 120 countries. Ominto's Partner Programs offer a white label version of the Ominto.com shopping and travel website to businesses and non-profits, providing them with a professional, reliable web presence that builds brand loyalty with their members, customers or constituents while earning commissions for the organization and Cash Back for shoppers on each transaction.

For more information, please visit Ominto's corporate website <http://ominto.com>.

Forward-looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties. These include statements about Ominto's expectations, beliefs, intentions or strategies for the future, which are indicated by words or phrases such as "anticipate," "expect," "intend," "plan," "will," "believe," "projects," "could," "would," "intend" and similar expressions. You can also identify them by the fact that they do not relate strictly to historical or current facts. The forward-looking statements reflect Ominto's current view about future events and are subject to risks, uncertainties and assumptions. Because forward-looking statements relate to the future, by their nature, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Ominto may not actually achieve the expectations disclosed in the forward-looking statements and you should not place undue reliance on Ominto's forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause actual results or events to differ materially from the expectations disclosed in the forward-looking statements, including, but not limited to: risks related to Ominto's ability to continue as a going concern being in doubt; material weaknesses in Ominto's internal controls, Ominto's inability to generate enough customers or enough purchasing activity for our shopping websites; Ominto's inability to establish and maintain a large growing base of Business Associates; Ominto's failure to adapt to technological change; increased competition; increased operating costs; changes in legislation applicable to Ominto's business; material weaknesses in Ominto's internal controls; Ominto's failure to improve our internal controls; and Ominto's inability to generate sufficient cash flows from operations or to secure capital to enable us to maintain our current operations or support our intended growth; along with other risks and potential factors that could affect Ominto's business and financial results identified in Ominto's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended September 30, 2016.

For More Information, Please Contact:

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