

REMARK MEDIA, INC.

FORM 8-K (Current report filing)

Filed 03/07/17 for the Period Ending 03/01/17

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| Address | 3960 HOWARD HUGHES PARKWAY SUITE 900 LAS VEGAS, NV 89169 |
| Telephone | (702) 701-9514 |
| CIK | 0001368365 |
| Symbol | MARK |
| SIC Code | 4899 - Communications Services, Not Elsewhere Classified |
| Industry | Internet Services |
| Sector | Technology |
| Fiscal Year | 12/31 |

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, 2017

Remark Media

Remark Media, Inc.

| | | |
|---|--------------------------|---|
| Delaware | 001-33720 | 33-1135689 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |
| 3960 Howard Hughes Parkway, Suite 900 Las Vegas, NV | 89169 | 702-701-9514 |
| (Address of principal executive offices) | (Zip Code) | (Registrant's telephone number, including area code) |

(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:

- 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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 1, 2017, the Board of Directors (the “Board”) of Remark Media, Inc. (“we”) accepted the resignations of Robert Goldstein and Jason Strauss from the Board, and elected Daniel Stein and Brett Ratner as directors to fill the vacancies created by Mr. Goldstein’s and Mr. Strauss’s resignations. The Board also appointed Mr. Stein to the Audit Committee and the Nominating and Governance Committee, and Mr. Ratner to the Compensation Committee and the Nominating and Governance Committee.

Item 8.01 Other Events.

On March 1, 2017, we issued a press release announcing Mr. Ratner’s appointment to the Board, and on March 2, 2017 we issued a press release announcing Mr. Stein’s appointment to the Board. Copies of the press releases are attached hereto as Exhibit 99.1 and Exhibit 99.2 and are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

| Exhibit Number | Description |
|-----------------------|------------------------------------|
| 99.1 | Press release dated March 1, 2017. |
| 99.2 | Press release dated March 2, 2017. |

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 hereunto duly authorized.

Remark Media, Inc.

Date: March 7, 2017

By: /s/ Douglas Osrow
Name: Douglas Osrow
Title: *Chief Financial Officer*

Remark Media

Remark Media Appoints Brett Ratner to its Board of Directors

LAS VEGAS, NV - March 1, 2017 - Remark Media, Inc. (Nasdaq: MARK), a global digital media technology company, announced it has appointed Brett Ratner to its board of directors. Directors Robert Goldstein and Jason Strauss are resigning from the board effective today.

“We are excited to welcome Brett to our board,” said Kai-Shing Tao, Remark Media’s Chairman and CEO. “Brett is one of Hollywood’s most noteworthy filmmakers, and his extensive knowledge of the entertainment industry and diverse network of contacts brings a multitude of opportunities to Remark Media as we seek to broaden our audience across multiple verticals. He will be a valuable resource to our company as we grow our leadership position in the digital media technology market.”

“I am thrilled to join Remark Media’s board of directors,” Ratner stated. “I look forward to working with the company to develop and expand its brands, audiences and partnerships worldwide.”

Mr. Ratner will be joining the Compensation Committee and the Nominating and Governance Committee. He will stand for re-election at the 2017 annual meeting of stockholders.

Brett Ratner

Brett Ratner is one of Hollywood’s most successful filmmakers. His films have grossed more than \$2 billion at the global box office. He has served as an executive producer on films such as the Golden Globe and Oscar winning *The Revenant*, starring Leonardo DiCaprio, he served as executive producer and director of the Golden Globe-nominated FOX series *Prison Break*, and he served as executive producer of the television series *Rush Hour*, based on his hit films. Mr. Ratner, along with his business partner James Packer, formed RatPac Entertainment, a film finance and media company, in 2013. Since inception, RatPac Entertainment has co-financed 63 theatrically-released motion pictures exceeding \$11.6 billion in worldwide box office receipts.

Mr. Ratner is a Board of Trustees member of the Simon Wiesenthal Center and Museum of Tolerance. He sits on the boards of Chrysalis, Best Buddies and Do Something, while serving on the Dean’s Council of the NYU Tisch School of the Arts and on the Board of Directors at Tel Aviv University’s School of Film and Television. In 2017, he received a coveted star on the Hollywood Walk of Fame.

About Remark Media, Inc.

Remark Media, Inc. (NASDAQ: MARK) owns, operates and acquires innovative digital media properties across multiple verticals that deliver culturally relevant, dynamic content that attracts and engages users on a global scale. The company leverages its unique digital media assets to target the Millennial demographic, which provides it with access to fast-growing, lucrative markets. The company is headquartered in Las Vegas, Nevada, with additional operations in Los Angeles, California and in Beijing, Shanghai, Chengdu and Hangzhou, China. For more information, please visit the company’s website at www.remarkmedia.com.

Forward-Looking Statements

This press release may contain forward-looking statements, including information relating to future events, future financial performance, strategies, expectations, competitive environment and regulation. Words such as “may,” “should,” “could,” “would,” “predicts,” “potential,” “continue,” “expects,” “anticipates,” “future,” “intends,” “plans,” “believes,” “estimates,” and similar expressions, as well as statements in future tense, identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, including those discussed in Part I, Item 1A. Risk Factors in Remark Media’s Annual Report on Form 10-K and Remark Media’s other filings with the SEC. Any forward-looking statements reflect Remark Media’s current views with respect to future events, are based on assumptions and are subject to risks and uncertainties. Given such uncertainties, you should not place undue reliance on any forward-looking statements, which represent Remark Media’s estimates and assumptions only as of the date hereof. Except as required by law, Remark Media undertakes no obligation to update or revise publicly any forward-looking statements after the date hereof, whether as a result of new information, future events or otherwise.

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Remark Media

Remark Media Appoints Daniel Stein to its Board of Directors

LAS VEGAS, NV - March 2, 2017 - Remark Media, Inc. (Nasdaq: MARK), a global digital media technology company, appointed digital marketing executive Daniel Stein to its board of directors. Mr. Stein and Brett Ratner, who became a director on March 1st, will replace Robert Goldstein and Jason Strauss, both of whom resigned from the board on March 1st. Mr. Stein, who will stand for re-election at the 2017 annual meeting of stockholders, will participate on the Audit and Nominating & Governance Committees. The board membership is expected to stand constant at five.

Kai-Shing Tao, Remark Media's Chairman and CEO, stated, "I am excited Daniel will join our leadership team. He brings significant experience in developing and deploying data analytics solutions. We believe his insights and expertise will be invaluable as we accelerate the introduction of solutions utilizing our KanKan Data Intelligence Platform."

Daniel Stein

Daniel Stein has worked in digital, direct, and healthcare marketing for more than 16 years. He currently serves as Senior Vice President, Analytics Services & Product Strategy at Crossix Solutions, Inc., a consumer-centric healthcare analytics company providing data analytics solutions for business and marketing optimization. At Crossix Solutions, Mr. Stein is responsible for driving innovation across the product suite, including digital and TV-based solutions. Previously, Mr. Stein spent eight years at Digitas and Digitas Health, where he led the Strategy and Analysis group in New York. While with Digitas Health, he built a team focused on leveraging analytics to help pharma and health-focused clients optimize their marketing plans and partnerships. Prior to Digitas and Digitas Health, Mr. Stein worked at Scholastic, where he developed interactive and direct marketing plans to support teachers and parents, and he gained additional healthcare experience at PricewaterhouseCoopers, where he designed and built comprehensive health & welfare systems for large companies.

Mr. Stein graduated from the University of Pennsylvania with a B.A. in Economics.

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