

J2 GLOBAL, INC.

FORM 8-K (Current report filing)

Filed 06/22/17 for the Period Ending 06/22/17

Address	6922 HOLLYWOOD BLVD LEGAL DEPT - 5TH FLOOR LOS ANGELES, CA 90028
Telephone	3238609200
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Symbol	JCOM
SIC Code	4822 - Telegraph and Other Message Communications
Industry	Integrated Telecommunications Services
Sector	Telecommunication Services
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): June 22, 2017

j2 Global, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

0-25965
(Commission
File Number)

47-1053457
(IRS Employer
Identification No.)

6922 Hollywood Blvd.
Suite 500
Los Angeles, California 90028
(Address of principal executive offices)

(323) 860-9200
(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 (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))

* Indicate by check mark whether the registrant is an emerging growth company as defined in 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 8.01 OTHER EVENTS

On June 22, 2017, j2 Global, Inc. (the “Company”) and its subsidiary j2 Cloud Services, LLC (“j2 Cloud”) issued a press release announcing the pricing of an offering of \$650 million aggregate principal amount of senior unsecured notes due 2025 (the “Notes”) by j2 Cloud and j2 Cloud Co-Obligor, Inc., upsized from the \$550 million previously announced. The offering and sale of the Notes was made through a private placement to persons reasonably believed to be qualified institutional buyers in an unregistered offering pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Act”), and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Act. A copy of the press release is furnished as Exhibit 99.1 to this Form 8-K.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated June 22, 2017.

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.

j2 Global, Inc.
(Registrant)

Date: June 22, 2017

By: /s/ Jeremy Rossen

Jeremy Rossen

Vice President, General Counsel

INDEX TO EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release, dated June 22, 2017.

j2 Global Announces Pricing of \$650 Million Senior Unsecured Notes

LOS ANGELES - June 22, 2017 - j2 Global, Inc. (NASDAQGS:JCOM) (“j2 Global”) and its subsidiary, j2 Cloud Services, LLC (“j2 Cloud”), today announced that j2 Cloud and j2 Cloud Co-Obligor, Inc. priced an offering of \$650 million in senior unsecured notes due 2025 (the “Notes”) in a private offering that is exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”), upsized from the \$550 million previously announced. The Notes will bear interest at the rate of 6.000% per annum, and are expected to be guaranteed on an unsecured basis by certain of j2 Cloud’s wholly-owned material restricted subsidiaries. The sale of the Notes is expected to close on June 27, 2017, subject to customary closing conditions.

j2 Cloud intends to use the net proceeds from the offering to redeem all of its outstanding 8.000% Senior Notes due 2020, to distribute sufficient net proceeds to j2 Global to pay off all amounts outstanding under j2 Global’s existing credit facility and, to the extent any proceeds remain thereafter, for general corporate purposes, which may include acquisitions.

The Notes and the related guarantees have not been and will not be registered under the Securities Act or any state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. The Notes and the related guarantees were offered only to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act, and outside the United States only to non-U.S. persons pursuant to Regulation S.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

“Safe Harbor” Statement Under the Private Securities Litigation Reform Act of 1995: Certain statements in this Press Release are “forward-looking statements” within the meaning of The Private Securities Litigation Reform Act of 1995 with respect to the senior notes offering. These forward-looking statements are subject to numerous assumptions, risks and uncertainties, including market and other conditions and, with respect to the proposed use of proceeds, the availability of acquisition targets on acceptable terms or at all. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements, including those factors described in j2 Global’s Annual Report on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other documents filed from time to time by j2 Global with the SEC. Although management’s expectations may change after the date of this press release, j2 Global and j2 Cloud undertake no obligation to revise or update these statements.

j2 Global, Inc.
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