

TOWERSTREAM CORP

FORM 8-K (Current report filing)

Filed 03/19/18 for the Period Ending 03/19/18

Address	76 HAMMARLUND WAY MIDDLETOWN, RI, 02842
Telephone	(401) 848-5848
CIK	0001349437
Symbol	TWER
SIC Code	4899 - Communications Services, Not Elsewhere Classified
Industry	Wireless 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): March 19, 2018

Towerstream Corporation

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33449
(Commission
File Number)

20-8259086
(IRS Employer
Identification No.)

76 Hammarlund Way – Tech 3
Middletown, RI
(Address of principal executive offices)

02842
(Zip Code)

Registrant's telephone number, including area code: (401) 848-5848

(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 DFR 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 12b2 of the Securities Exchange Act of 1934 (§240.12b2 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 7.01. Regulation FD Disclosure.

On March 19, 2018, Towerstream Corporation (the “Company”) issued a press release announcing its exploration of strategic alternatives. A copy of the press release is attached hereto as Exhibit 99.1. The information in this Form 8-K provided under Item 7.01 and Exhibit 99.1 attached hereto is being furnished to, and shall not be deemed “filed” with, the U.S. Securities and Exchange Commission or incorporated by reference into the Company’s filings under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 19, 2018, furnished herewith.

EXHIBIT INDEX

Exhibit No.	Description
99.1	Press Release dated March 19, 2018, furnished herewith.

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.

TOWERSTREAM CORPORATION

Dated: March 19, 2018

By: /s/ Ernest Ortega
Ernest Ortega
Chief Executive Officer

Towerstream Announces Strategic Repositioning of Business and Retention of Investment Bank

MIDDLETOWN, RI, March 19, 2018 - Towerstream Corporation (OTCQB:TWER) a fixed wireless fiber alternative provider, announced today that its Board of Directors has commenced evaluation of strategic repositioning of the company as it moves to leverage its existing key assets in major U.S. markets. In conjunction with such announcement, the company is launching a concerted focus on indirect and wholesale channels and the retention of Bank Street Group LLC as its independent financial advisor to explore strategic alternatives with such broadband carriers.

“After reviewing the core assets of the company, the Board has decided to work much more closely with other operators which have had a difficult time penetrating important markets,” said Ernest Ortega, Towerstream’s Chief Executive Officer. “Towerstream’s footprint in a dozen Tier 1 markets enable it to reach nearly 400,000 buildings. We already provide high speed broadband services to over 2,800 buildings in those markets, and carriers are looking to our leading footprint as a means of serving their own customers.”

The Company’s board determined that as part of its concerted efforts with other providers, it would undertake a review of strategic alternatives with the goal of maximizing shareholder value. “We look forward to our engagement with Bank Street, a company with an outstanding track record of leveraging their extensive transaction experience and deep industry experience to deliver outstanding results to their clients,” Said Mr. Ortega.

The Company has not set a definitive timetable for the completion of its review of strategic alternatives and there can be no assurances that the process will result in a transaction. Any potential strategic alternative will be evaluated by the Board of Directors. The Company does not intend to discuss developments with respect to the evaluation process unless a transaction is approved, or disclosure becomes appropriate.

ABOUT TOWERSTREAM CORPORATION

Towerstream Corporation (OTCQB:TWER) (www.towerstream.com) is a leading Fixed-Wireless Fiber Alternative company delivering high-speed Internet access to businesses. The Company offers broadband services in twelve urban markets including New York City, Boston, Los Angeles, Chicago, Philadelphia, the San Francisco Bay area, Miami, Seattle, Dallas-Fort Worth, Houston, Las Vegas-Reno, and the greater Providence area.

SAFE HARBOR

Certain statements contained in this press release are "forward-looking statements" within the meaning of applicable federal securities laws, including, without limitation, anything relating or referring to future financial results and plans for future business development activities, and are thus prospective. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted or quantified based on current expectations. Such risks and uncertainties include, without limitation, the risks and uncertainties set forth from time to time in reports filed by the Company with the Securities and Exchange Commission. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, it can give no assurance that such expectations will prove to be correct. Consequently, future events and actual results could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements contained herein. The Company undertakes no obligation to correct or update any forward-looking statements, whether as a result of new information, future events, or otherwise.

Investor Contact

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