

TRAVELZOO INC

FORM 8-K (Current report filing)

Filed 06/22/16 for the Period Ending 06/21/16

Address	590 MADISON AVENUE 37TH FLOOR NEW YORK, NY 10022
Telephone	2124844900
CIK	0001133311
Symbol	TZOO
SIC Code	7373 - Computer Integrated Systems Design
Industry	Personal Services
Sector	Services
Fiscal Year	12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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 20, 2016

Travelzoo Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

000-50171
(Commission
File Number)

36-4415727
(I.R.S. Employer
Identification No.)

590 Madison Avenue, 37th Floor
New York, New York
(Address of principal executive offices)

10022
(Zip Code)

Registrant's telephone number, including area code (212) 484-4900
(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))
-

Item 4.01. Changes in Registrant’s Certifying Accountant

(a) Dismissal of Independent Registered Public Accounting Firm

The Audit Committee (the “Audit Committee”) of the Board of Directors of Travelzoo Inc. (the “Company”) has completed a selection process to determine the Company’s independent registered public accounting firm. As a result of this process and following careful deliberation, the Audit Committee, along with the support of the Board of Directors, approved the appointment of PricewaterhouseCoopers LLP (“PwC”) as the Company’s independent registered public accounting firm effective as of June 20, 2016 . This action dismissed KPMG LLP (“KPMG”) as the Company’s independent registered public accounting firm, effective as of that same date.

During the Company’s two most recent fiscal years and the subsequent interim period through June 20, 2016 , there were:

(i) no “disagreements” (as that term is described in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) with KPMG on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of KPMG, would have caused KPMG to make reference to the subject matter of the disagreements in connection with its reports; and

(ii) no “reportable events” (as such term is defined in Item 304(a)(1)(v) of Regulation S-K).

The reports of KPMG on the Company’s financial statements for each of the two most recent fiscal years ended December 31, 2015 and December 31, 2014 contained no adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

The Company has provided KPMG with a copy of this Form 8-K prior to its filing with the U.S. Securities and Exchange Commission (“SEC”) and requested KPMG to furnish to the Company a letter addressed to the SEC stating that it agrees with the statements made above. A copy of KPMG’s letter dated June 20, 2016 is attached as Exhibit 16.1.

(b) Engagement of New Independent Registered Public Accounting Firm

As set forth above, the Audit Committee approved the engagement of PwC as the Company’s independent registered public accounting firm effective as of June 20, 2016 . During the Company’s two most recent fiscal years and the subsequent interim period through June 20, 2016 , neither the Company nor anyone on its behalf consulted PwC regarding:

(i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company’s financial statements, and no written report or oral advice was provided to the Company that PwC concluded was an important factor considered by us in reaching a decision as to the accounting, auditing or financial reporting issue; or

(ii) any matter that was either the subject of a “disagreement” (as defined in Item 304(a)(1)(iv) of Regulation S-K and the related instructions) or a “reportable event” (as described in Item 304(a)(1)(v) of Regulation S-K).

Item 9.01. Financial Statements and Exhibits

<u>Exhibit No.</u>	<u>Description</u>
16.1	Letter from KPMG LLP dated June 20, 2016.

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.

TRAVELZOO INC.

Date: June 20, 2016

By: /s/ Glen Ceremony

Glen Ceremony
Chief Financial Officer

Exhibit 16.1

Securities and Exchange Commission
Washington, DC 20549

Ladies and Gentlemen:

We were previously principal accountants for Travelzoo Inc. and, under the date of March 14, 2016, we reported on the consolidated financial statements of Travelzoo Inc. as of and for the years ended December 31, 2015 and 2014, and the effectiveness of internal control over financial reporting as of December 31, 2015. On June 20, 2016, we were dismissed. We have read Travelzoo Inc.'s statements included under Item 4.01 of its Form 8-K dated June 20, 2016, and we agree with such statements, except that we are not in a position to agree or disagree with the Company's statements under Item 4.01(b) that: 1) the change was approved by Audit Committee of the Board of Directors and 2) PricewaterhouseCoopers LLP was not engaged regarding the application of accounting principles to a specified transaction on the type of audit opinion that might be rendered on Travelzoo Inc.'s consolidated financial statements.

Very truly yours,
/s/ **KPMG LLP**

Santa Clara, California
June 20, 2016