

Edgar Filing: ChinaNet Online Holdings, Inc. - Form 8-K

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 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 January 18, 2018, ChinaNet Online Holdings, Inc. (the “Company”) issued a press release announcing that it consummated a registered direct offering of 2,150,001 shares of common stock of the Company to three institutional investors at a purchase price of \$5.15 per share. As part of the transaction, the Company also issued to the investors warrants for the purchase of up to 645,000 shares of common stock of the Company at an exercise price of \$6.60 per share, which warrants have a term of 30 months from the date of issuance. The closing took place on January 17, 2018 and the Company received gross proceeds of approximately \$11.1 million.

The Company’s press release is filed as Exhibit 99.1 to this Current Report and is incorporated herein by reference. The opinion of Loeb & Loeb LLP, the Company’s counsel, regarding the legality of the shares of common stock and warrants that will be issued in the offering is also filed herewith as Exhibit 5.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

No. Description

5.1 Opinion of Loeb & Loeb LLP

99.1 ChinaNet Online Holdings, Inc. Press Release, dated January 18, 2018

23.1 Consent of Loeb & Loeb LLP (included in Exhibit 5.1)

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.

Dated: January 18, 2018 ChinaNet Online Holdings, Inc.

By: /s/ Handong Cheng
 Name: Handong Cheng
 Title: Chief Executive Officer and President

2,594 D Class A Common Stock 1,200 I Ira Acct. Fbo Spouse

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Appreciation Rights	\$ 8.74	08/05/2013		M	8,000	(1) 01/27/2016	Common Stock	8,000
Restricted Stock Units	(2)					(2)	Common Stock	4,900
RSUs 2011-01-27	(3)					(3)	Common Stock	2,150

RSUs 2012	(4)	(4)	(4)	Common Stock	3,450
RSUs 2013	(5)	(5)	(5)	Common Stock	4,500
Stock Appreciation Rights	\$ 18.14	(6)	01/24/2020	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CURRAN THOMAS P 780 JOHNSON FERRY RD. SUITE 800 ATLANTA, GA 30342-			Senior Vice President	

Signatures

Jenny H. Parker,
Attorney-in-Fact

08/07/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Stock-Settled Appreciation Rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/8/2010, and expire seven years from the grant date.
- (2) Restricted Stock Units ("RSUs") award granted under the 2004 Long-Term Incentive Plan. RSUs vest in four yearly installments (10% in each of the first three years and 70% in the fourth), beginning on 5/8/2011. Each RSU is equivalent to one share of common stock upon vesting.
- (3) Restricted Stock Units ("RSUs") award granted 1/27/2011 under the 2004 Long-Term Incentive Plan. RSUs vest equally over 4 years, beginning 5/8/2012. Each RSU is equivalent to one share of common stock upon vesting.
- (4) Restricted Stock Units ("RSUs") award granted 1/23/2012 under the 2004 Long-Term Incentive Plan. RSUs vest equally over 4 years, beginning 5/8/2013. Each RSU is equivalent to one share of common stock upon vesting.
- (5) Restricted Stock Units ("RSUs") award granted 1/24/2013 under the 2004 Long-Term Incentive Plan. RSUs vest equally over 4 years, beginning 5/8/2014. Each RSU is equivalent to one share of common stock upon vesting.
- (6) Stock-Settled Appreciation rights ("SARs") granted under the 2004 Long-Term Incentive Plan. SARs vest in four equal installments, beginning on 5/8/2014, and expire seven years from the grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.