

ENTRAVISION COMMUNICATIONS CORP

Form 8-K

April 09, 2019

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): April 3, 2019

ENTRAVISION COMMUNICATIONS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware	001-15997	95-4783236
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

2425 Olympic Boulevard, Suite 6000 West

Santa Monica, California 90404

(Address of principal executive offices) (Zip Code)

(310) 447-3870

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On April 3, 2019, Entravision Communications Corporation (the “Company”) received a notice from The New York Stock Exchange (the “NYSE”) that the Company was not in compliance with the continued listing requirements under the timely filing criteria established in Section 802.01E of the NYSE Listed Company Manual (the “Rule”), because the Company did not timely file its Annual Report on Form 10-K for the fiscal year ended December 31, 2018 (“Form 10-K”) with the Securities and Exchange Commission (the “SEC”) on or prior to the due date thereof or by the extended filing due date provided by Rule 12b-25. The NYSE informed the Company that, under the NYSE’s rules, the Company has six months from April 2, 2019 to file its Form 10-K with the SEC.

As the Company reported in its Form 12b-25 filed with the SEC on March 18, 2019, as a result of its expanding business operations and geographical scope, including related to the acquisition of Headway and other digital businesses, the Company experienced unexpected delays in the completion of the audit of its financial statements for the year ended December 31, 2018.

The Company continues to work diligently to complete its audit and Form 10-K and does not currently anticipate this delay will be lengthy. The Company intends to file its Form 10-K and report its financial results for the fourth quarter and fiscal year ended December 31, 2018 as soon as practicable.

On April 9, 2019, the Company issued a press release disclosing the Company’s receipt of the NYSE notification letter, a copy of which is attached as Exhibit 99.1 hereto.

Forward-Looking Statements

This report contains certain forward-looking statements, including without limitation the Company’s current expectations and intentions with respect to the filing of its Form 10-K. These forward-looking statements, which are included in accordance with the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, may involve known and unknown risks, uncertainties and other factors that may cause the Company’s actual results and performance in future periods to be materially different from any future results or performance suggested by the forward-looking statements in this report. Although the Company believes such forward-looking statements are based upon reasonable assumptions, it can give no assurance that actual results will not differ materially from these expectations, including the length of time that may be required for the Company to complete the audit and file the Form 10-K, and the Company disclaims any duty to update any forward-looking statements made by the Company. From time to time, these risks, uncertainties and other factors are discussed in the Company’s filings with the SEC.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release issued by Entravision Communications Corporation on April 9, 2019 announcing its receipt of notice from The New York Stock Exchange regarding late filing on Form 10-K.](#)

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.

ENTRAVISION
COMMUNICATIONS
CORPORATION

Date: April 9, 2019 By: /s/ Walter F. Ulloa
Walter F. Ulloa
Chairman and Chief Executive
Officer