

SMITH MICRO SOFTWARE INC

Form 8-K/A

June 09, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K/A**  
**(Amendment No. 2)**

**CURRENT REPORT**  
**Pursuant to Section 13 OR 15(d)**  
**of the Securities Exchange Act of 1934**  
**Date of Report (Date of earliest event reported) May 6, 2014**

**Smith Micro Software, Inc.**  
**(Exact name of registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**  
**of incorporation)**

**01-35525**  
**(Commission**  
**File Number)**

**33-0029027**  
**(IRS Employer**  
**Identification No.)**

**51 Columbia, Aliso Viejo, California**  
**(Address of principal executive offices)**

**92656**  
**(Zip Code)**

**Registrant's telephone number, including area code (949) 362-5800**

**None**

**(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
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- .. Pre-commencement communications pursuant to Rule 4d-2(b) under the Exchange Act
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

This Current Report on Form 8-K/A amends the Current Report on Form 8-K filed by Smith Micro Software, Inc. with the Securities and Exchange Commission on May 8, 2014, to reflect the execution of the Separation Agreement with Mr. Rawlings discussed below.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

As previously reported, effective May 9, 2014, Daniel Rawlings, former Chief Revenue Officer of the Company, left the Company in connection with our recent restructuring.

Effective May 9, 2014, Mr. Rawlings and the Company entered into an Agreement and General Release (the Rawlings Separation Agreement ). The Rawlings Separation Agreement provides for a general release of claims in favor of the Company and its officers, directors, employees and other affiliates, and provides that Mr. Rawlings will receive (i) a lump-sum payment of \$60,576.93, (ii) accelerated vesting of 125,000 shares of restricted stock, and (iii), if Mr. Rawlings elects to continue receiving group health insurance coverage pursuant to the federal COBRA law, reimbursement of the cost of the premium for such coverage through September 30, 2014. The foregoing description of the Rawlings Separation Agreement is only a summary and is qualified in its entirety by the full text of such agreement, a copy of which is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Agreement and Mutual General Release, by and between Daniel Rawlings and Smith Micro Software, Inc.

**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.

SMITH MICRO SOFTWARE, INC.  
(Registrant)

June 9, 2014  
Date

By: /s/ Steven M. Yasbek  
Name: Steven M. Yasbek  
Title: Vice President and Chief Financial Officer