

DIGITAL POWER CORP  
Form 8-K  
December 08, 2017

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): December 8, 2017

**DIGITAL POWER CORPORATION**

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction of  
incorporation or organization)

001-12711

(Commission File Number)

94-1721931

(I.R.S. Employer Identification  
No.)

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48430 Lakeview Blvd, Fremont, CA 94538-3158

(Address of principal executive offices) (Zip Code)

(510) 657-2635

(Registrant's telephone number, including area code)

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 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 1.01 Entry into a Material Definitive Agreement.**

On December 5, 2017, Digital Power Corporation, a California corporation (the “**Company**”), entered into an exchange agreement (the “**Exchange Agreement**”) with WT Johnson & Sons (Huddersfield) Limited (the “**Holder**”), pursuant to which the Company issued to the Holder, (a) a convertible promissory note in the principal amount of \$600,000 (“**Note A**”), and (b) a convertible promissory note in the principal amount of \$1,667,766 (“**Note B**”), in exchange for cancellation of (i) an outstanding loan made by the Holder to MTIX Ltd., an indirect wholly owned subsidiary of the Company (“**MTIX**”), in the amount of \$265,666; and (ii) cancellation of an aggregate of \$2,002,500 owed by the Company to the Holder pursuant to an Agreement for the Sale and Purchase of the Textile Multi-Laser Enhancement Technology Machine dated as of July 21, 2017 by and between MTIX and the Holder. The Company and the Holder expect to consummate the closing of the Exchange Agreement (the “**Closing**”) as promptly as possible after the transaction contemplated thereby has received approval from the NYSE American. The Company and the Holder entered into the Purchase Agreement pursuant to an understanding reached on November 20, 2017.

Note A is convertible into the Company’s common stock at a conversion price of \$1.00 per share, does not bear interest, and matures two years from issuance. Note B is convertible into the Company’s common stock at a conversion price of \$0.85 per share, does not bear interest, and matures two year from issuance.

In connection with the foregoing, the Company relied upon the exemption from registration provided by Section 4(a)(2) under the Securities Act of 1933, as amended, for transactions not involving a public offering.

The foregoing descriptions of the Exchange Agreement, Note A and Note B do not purport to be complete and are qualified in their entirety by reference to the full text of the documents, which are filed as exhibits to this Current Report on Form 8-K and are incorporated herein by reference.

**Item 3.02 Unregistered Sales of Equity Securities.**

The information provided in response to Item 1.01 of this report is incorporated by reference into this Item 3.02.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

The exhibits listed in the following Exhibit Index are filed as part of this Current Report on Form 8-K.

| <b>Exhibit No.</b> | <b>Description</b>        |
|--------------------|---------------------------|
| 4.1                | <u>Note A</u>             |
| 4.2                | <u>Note B</u>             |
| 10.1               | <u>Exchange Agreement</u> |

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**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.

**Digital Power Corporation**

Dated: December 8, 2017

/s/ Milton C. Ault, III  
Milton C. Ault, II  
Executive Chairman