

NOBLE ROMANS INC
Form 8-K
July 06, 2015

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): July 1, 2015

NOBLE ROMAN'S, INC.
(Exact name of Registrant as specified in its charter)

Indiana (State or other jurisdiction of incorporation)	0-11104 (Commission File Number)	35-1281154 (I.R.S. Employer Identification No.)
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One Virginia Avenue, Suite 300 Indianapolis, Indiana (Address of principal executive offices)	46204 (Zip Code)
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(317) 634-3377
(Company's telephone number, including area code)

Not applicable
(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 (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))
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Item 1.01 – Entry into a Material Definitive Agreement

On July 1, 2015, Noble Roman’s, Inc. (the “Company”) borrowed \$600,000 from Kingsway America, Inc. (“Kingsway”), evidenced by a note. The note matures on July 1, 2017. Interest on the note is payable at the rate of 8% per annum quarterly in arrears. In connection with the loan, the Company issued to Kingsway a warrant entitling Kingsway to purchase up to 300,000 shares of the Company’s common stock at a price per share of \$2.00. The warrant expires July 1, 2020. The Company borrowed the loan to increase working capital in anticipation of expected growth, including due to the Company hiring a new sales person, a Vice President of Supermarket Development, and entering into an arrangement with a franchise broker.

Item 2.03 – Creation of a Direct Financial Obligation or an Obligation of an Off-Balance Sheet Arrangement of a Registrant

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

Forward-Looking Statements

The statements contained in this Current Report on Form 8-K concerning the Company’s future revenues, profitability, financial resources, market demand and product development are forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) relating to the Company that are based on the beliefs of the management of the Company, as well as assumptions and estimates made by and information currently available to the Company’s management. The Company’s actual results in the future may differ materially from those projected in the forward-looking statements due to risks and uncertainties that exist in the Company’s operations and business environment, including, but not limited to, competitive factors and pricing pressures, non-renewal of franchise agreements, shifts in market demand, the success of new franchise programs with limited operating history including the stand-alone take-n-bake locations, general economic conditions, changes in purchases of or demand for the Company’s products, licenses or franchises, the success or failure of individual franchisees and licensees, changes in prices or supplies of food ingredients and labor, and dependence on continued involvement of current management. Should one or more of these risks or uncertainties materialize, or should underlying assumptions or estimates prove incorrect, actual results may differ materially from those described herein as anticipated, believed, estimated, expected or intended. The Company undertakes no obligations to update the information in this press release for subsequent events.

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.

NOBLE ROMAN'S, INC.

Dated: July 6, 2015

By: /s/ Paul W. Mobley
Paul W. Mobley
Executive Chairman and
Chief Financial Officer
