

BLUEFLY INC
Form 8-K
March 22, 2010

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): March 17, 2010

BLUEFLY, INC.
(Exact name of registrant as specified in its charter)

Delaware	001-14498	13-3612110
(State or other jurisdiction of incorporation)	(Commission file number)	(I.R.S. Employer Identification No.)
42 West 39th Street, New York, New York (Address of principal executive offices)	10018 (Zip Code)	

Registrant's Telephone Number, Including Area Code: (212) 944-8000

N/A

(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))
-

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On March 17, 2010, Bluefly, Inc. (the “Company”) entered into a lease with 42-52 West 39 Street, LLC pursuant to which the Company agreed to lease approximately 18,000 square feet of office space that it currently occupies for an additional term of July 1, 2010 through December 31, 2020. The annual rent for such office space is approximately \$508,000, subject to annual increases of 3.5% per year.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

Exhibit

No.	Description
10.1	Lease Agreement by and between the Company and 42-52 West 39 Street LLC, dated March 17, 2010.

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.

BLUEFLY, INC.
(Registrant)

Date: March 22, 2010

By: /s/ Kara B. Jenny
Name: Kara B. Jenny
Title: Chief Financial Officer

stock units of Discovery on substantially the same terms and conditions.

Each Scripps phantom stock unit was converted into an amount in cash equal to \$90.00.

The foregoing description of the Merger Agreement is qualified in its entirety by reference to the Merger Agreement, a copy of which was filed as Exhibit 2.1 to Discovery's Current Report on Form 8-K filed on July 31, 2017 and is incorporated herein by reference.

Item 2.03 Creation of a Direct Financial Obligation.

Term Loan

In addition, on March 6, 2018, Discovery and its wholly owned subsidiary Discovery Communications, LLC ("DCL") borrowed \$2.0 billion under its credit agreement (the "Term Loan Credit Agreement") with Goldman Sachs Bank USA, as administrative agent, and the other lenders party thereto to fund a portion of the Merger Consideration.

A description of the Term Loan Credit Agreement is incorporated herein by reference to the Current Report on Form 8-K filed on August 14, 2017.

Item 5.02 Election of Directors.

On March 6, 2018, pursuant to the terms of the Merger Agreement and duly adopted resolutions, Kenneth W. Lowe was appointed to Discovery's Board of Directors, serving as a Class II Common Stock Director, where his initial term will expire at Discovery's 2019 Annual Meeting of stockholders.

Mr. Lowe was Chairman, President and Chief Executive Officer of Scripps from July 2008 until March 6, 2018. Previously Mr. Lowe was President and Chief Executive Officer of The E. W. Scripps Company from October 2000 to June 2008, and served as President and Chief Operating Officer from January 2000 to September 2000 of The E. W. Scripps Company.

Other than the initial appointment pursuant to the Merger Agreement, no arrangements exist between Discovery and Mr. Lowe or any other person pursuant to which he was selected as a director. There are no transactions in which Mr. Lowe has an interest requiring disclosure under Item 404(a) of SEC Regulation S-K.

Mr. Lowe will be compensated for his service on Discovery's Board pursuant to the existing compensation program for non-employee directors set forth in Discovery's proxy statement dated April 5, 2017.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

Edgar Filing: BLUEFLY INC - Form 8-K

In connection with the consummation of the Merger, Discovery's Board of Directors approved an amendment to its Certificate of Incorporation changing its name from "Discovery Communications, Inc." to "Discovery, Inc.", effective immediately. No other changes were made to Discovery's Certificate of Incorporation.

Item 8.01 Other Events.

On March 6, 2018, Discovery issued a press release announcing the completion of its acquisition of Scripps, a copy of which is filed as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(a) Financial statements of businesses acquired

Financial statements of the acquired business are not included in this Current Report on Form 8-K. Such financial statements will be filed within 71 calendar days after the date of filing of this Current Report on Form 8-K.

(b) Pro forma financial information

Pro forma financial information relative to the acquired business is not included in this Current Report on Form 8-K. Such pro forma financial information will be filed within 71 calendar days after the date of filing of this Current Report on Form 8-K.

(d) Exhibits

Exhibit Number Description of Exhibit

2.1	<u>Agreement and Plan of Merger, dated as of July 30, 2017, by and among Discovery, Scripps and Merger Sub (incorporated by reference to Exhibit 2.1 to Discovery's Form 8-K filed on July 31, 2017).</u>
3.1	<u>Amendment to the Certificate of Incorporation filed on March 6, 2018.</u>
99.1	<u>Press Release, dated as of March 6, 2018.</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Discovery Communications, Inc.

March 6, 2018 By: /s/ Bruce Campbell
Bruce Campbell
Chief Development, Distribution & Legal Officer

EXHIBIT INDEX

Exhibit Number	Description of Exhibit
2.1	<u>Agreement and Plan of Merger, dated as of July 30, 2017, by and among Discovery, Scripps and Merger Sub (incorporated by reference to Exhibit 2.1 to Discovery's Form 8-K filed on July 31, 2017).</u>
3.1	<u>Amendment to the Certificate of Incorporation filed on March 6, 2018.</u>
99.1	<u>Press Release, dated as of March 6, 2018.</u>