

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Support.com, Inc.

Form: 8-K

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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K
CURRENT REPORT

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

August 17, 2017
Date of report (Date of earliest event reported)

SUPPORT.COM, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-30901
(Commission File No.)

94-3282005
(I.R.S. Employer Identification No.)

1200 Crossman Ave., Suite 210, Sunnyvale, CA 94089
(Address of Principal Executive Offices) (Zip Code)

(650) 556-9440
(Registrant's telephone number, including area code)

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))

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

Previously, Support.com, Inc. (the "**Company**") and Comcast Cable Communications Management, LLC ("**Comcast**") entered into a Master Services Agreement, Call Handling Services, effective October 1, 2013 (the "**Agreement**"), attached to which are: (i) Statement of Work #1, effective October 1, 2013 ("**SOW#1**"), covering the Company's provision of certain sales and customer support services to customers of Comcast's high speed Internet and wireless gateway offerings; and (ii) Statement of Work #3, effective March 21, 2014 ("**SOW#3**"), covering the Company's provision of certain sales and customer support services for Comcast's home security and control offerings to actual and prospective Comcast customers. The foregoing descriptions and references to the Agreement, SOW#1 and SOW#3 are qualified in their entirety by reference to the previously disclosed documents, which are incorporated by reference herein.

On August 17, 2017, the Company received fully executed copies of change management forms ("**CMFs**") between the Company and Comcast entitled:

(i) "Change Management Form" for both SOW#1 and SOW#3 ("**SOW#1/#3 CMF**"), which provides for the Company's implementation of, and compliance with, the technical requirements of Comcast's Customer Approval program for its business partners; and

(ii) "Change Management Form to SOW 3" ("**SOW#3 CMF**"), which provides for (a) the extension of a limited duration program under which Company would receive additional fees for referring customers that purchase, install and connect certain products and features of Comcast's home security and control offerings; (b) the increase, training and key performance indicators for an additional number of full-time employee personnel by Company to provide technical support through chat communications to Comcast customers for Comcast's home security and control offerings .

The foregoing descriptions and references to SOW#1/#3 CMF and SOW#3 CMF are qualified in their entirety by reference to the actual documents, which are attached as exhibits hereto and are incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

10.1 Change Management Form, between Comcast and Company, signed August 10, 2017.

10.2 Change Management Form to SOW 3, between Comcast and Company, signed August 10, 2017.*

*Portions of Exhibit 10.2 have been omitted pursuant to a request for confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

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.

Date: August 23, 2017

SUPPORT.COM, INC.

By: /s/ Michelle Johnson

Name: Michelle Johnson

Title: VP, General Counsel & Secretary

EXHIBIT INDEX

Exhibit Number Description

[10.1](#) Change Management Form, between Comcast and Company, signed August 10, 2017.

[10.2](#) Change Management Form to Statement of Work 3, between Comcast and Company, signed August 10, 2017.*

*Portions of Exhibit 10.2 have been omitted pursuant to a request for confidential treatment pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended.

CHANGE MANAGEMENT FORM

Statements of Work ("SOWs"): Support.com, Inc. ("Vendor"): Statement of Work #1 ("SOW 1") [for Wireless Gateway Support], October 1, 2013; Xfinity Home Remote Support ("SOW 3"), March 21, 2014;		PCR No.:
Originator: Joy Park		Date: 6/28/2017
Department: NCO	Phone #:	Title: Vice President
Locations Impacted: All		
Implementation Date: 7/1/2017		
Estimated Hours: (LOE)	<input type="checkbox"/> Billable <input checked="" type="checkbox"/> Non-Billable	Billing Rate/Hour:
Fixed Fee Cost (if applicable) N/A		
Type of Change: The purpose of this CMF is to provide Vendor Comcast's procedures and technical requirements related to Comcast's Customer Approval program. Unless specifically provided in this CMF, all other terms of SOWs remain unchanged.		
Scope of Change: Procedures and <input checked="" type="checkbox"/> Minor (Anything within current contract)		<input type="checkbox"/> Major (may require contract amendment) MUST BE REVIEWED BY Business and/or P&L Owner
Area(s) of Change		
<input type="checkbox"/> Accounting/Payroll	<input type="checkbox"/> Network	
<input type="checkbox"/> Data Processing	<input type="checkbox"/> Resource Planning	
<input type="checkbox"/> General Facilities	<input type="checkbox"/> Quality Assurance	
<input type="checkbox"/> Human Resources	<input type="checkbox"/> Telecom	
<input type="checkbox"/> IT/BI	<input type="checkbox"/> Training	
<input type="checkbox"/> Operations	<input type="checkbox"/> Recruiting	
<input checked="" type="checkbox"/> Other: Customer Approval Procedures and Technical Requirements		

Effective July 1, 2017, Vendor, for good and valuable consideration, the receipt of which is hereby acknowledged, agrees to implement and maintain compliance with Comcast's current integration and technical requirements for business partners, as provided by Comcast to Vendor.

Comcast Authorization

Comcast Representative's Signature /s/ Joy Park
 Print Name Joy Park, Vice President Date 08/10/2017

Support.com Authorization

Support.com Representative's Signature /s/ Rick Bloom
 Print Name Rick Bloom Date 08-07-2017

COMCAST and Support.com, Inc. CONFIDENTIAL

CONFIDENTIAL TREATMENT REQUESTED – CONFIDENTIAL PORTIONS OF THIS DOCUMENT HAVE BEEN REDACTED AND HAVE BEEN SEPARATELY FILED WITH THE COMMISSION. THE OMITTED PORTIONS HAVE BEEN REPLACED WITH "[***]."

**CHANGE MANAGEMENT FORM
TO STATEMENT OF WORK 3**

Program: Support.com, Inc. ("Vendor"), Xfinity Home Remote Support Program SOW #3 ("SOW 3") dated March 21, 2014		PCR No.:
Originator: Joy Park		Date: August 1, 2017
Department: NCO	Phone #:	Title: Vice President
Locations Impacted: Work at Home Locations		
Implementation Date: See below		
Estimated Hours: (LOE)	<input checked="" type="checkbox"/> Billable <input type="checkbox"/> Non-Billable	Billing Rate/Hour: See SOW
Fixed Fee Cost (if applicable) N/A		
Type of Change: See details below		
Scope of Change:	<input checked="" type="checkbox"/> Minor (Anything within current contract)	<input type="checkbox"/> Major (may require contract amendment) MUST BE REVIEWED BY Business and/or P&L Owner
Reason for Change: Comcast and Vendor agree to extend the XH Mobile Chat App Term, make modifications to the XH Mobile Chat support, and increase FTE support under SOW 3 as set forth in more detail below. Unless specifically provided in this CMF, all other terms of SOW 3 remain unchanged.		
Area(s) of Change		
<input type="checkbox"/> Accounting/Payroll	<input type="checkbox"/> Network	
<input type="checkbox"/> Data Processing	<input checked="" type="checkbox"/> Resource Planning	
<input type="checkbox"/> General Facilities	<input type="checkbox"/> Quality Assurance	
<input type="checkbox"/> Human Resources	<input type="checkbox"/> Telecom	
<input type="checkbox"/> IT/BI	<input type="checkbox"/> Training	
<input type="checkbox"/> Operations	<input type="checkbox"/> Recruiting	
<input checked="" type="checkbox"/> Other: XH Mobile Chat App Support		

The parties, for good and valuable consideration, the receipt of which is hereby acknowledged, agree to the following:

1. Effective August 1, 2017, The XH Mobile Chat App Term, as outlined in CMF 15 of SOW 3 dated May 8, 2017, shall be extended from [***] to[***].
2. Effective August 1, 2017, Vendor shall provide [***] hours of Up-training to the XH voice support FTEs who shall provide XH mobile chat app support, such support may be in addition to XH voice support as directed by Comcast. Vendor shall invoice Comcast for such Up-training at the Productive Hour Rate as set forth in SOW 3.

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3. Effective August 1, 2017 for purposes of the XH Mobile Chat App Services only, line adherence shall not apply and Comcast and Vendor shall mutually agree on the productive hours to be performed by Vendor during the XH Mobile Chat App Term ("XH Mobile Chat App Forecast"). Unless otherwise agreed to by the parties, each XH Mobile Chat App Forecast will include the FTE personnel needed to support the XH Mobile Chat App Forecast. FTEs will be in a productive state, defined as chat time, wrap time, available time, outbound time, an estimate [***] per FTE. The parties shall work together to develop a planning model to staff FTE inclusive of new hire plans, shrinkage, AHT, and other assumptions that support the delivery of XH Mobile Chat App Services. Comcast may modify XH Mobile Chat App Forecast based on business need. Any changes to the XH Mobile Chat App Forecast that significantly impact transaction time will require a change management form to be approved and signed by both parties. Comcast and Vendor will mutually agree upon and participate in the preparation of other workload volume forecasts, as reasonably required for the successful performance of the XH Mobile Chat App Services.

4. Effective on a date as mutually by the parties in writing (including e-mail), Comcast and Vendor agree to increase FTE support by [***] FTEs under SOW 3 as directed by Comcast. All [***] FTEs shall be new hires and billed at the training rate as set forth in SOW 3.

Comcast Authorization

Comcast Representative's Signature /s/ Joy Park
Print Name Joy Park, Vice President Date 08/10/2017

Support.com Authorization

Support.com Representative's Signature /s/ Rick Bloom
Print Name Rick Bloom Date 08-07-2017

*** CONFIDENTIAL MATERIAL REDACTED AND SEPARATELY FILED WITH THE COMMISSION ***
