

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**Zedge, Inc.**

**Form: 10-K/A**

**Date Filed: 2020-12-09**

Corporate Issuer CIK: 1667313

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

FORM 10-K/A

Annual Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934  
for the Fiscal Year Ended July 31, 2020

or

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

Commission File Number: 1-37782

**Zedge, Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation or Organization)

**26-3199071**

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

**1178 Broadway, 3rd Floor #1450, New York, NY**

(Address of Principal Executive Offices)

**10001**

(Zip Code)

**(330) 577-3424**

(Registrant's Telephone Number, Including Area Code)

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Class B common stock, par value \$0.01 per share	ZDGE	NYSE American

Securities registered pursuant to Section 12(g) of the Act:

**None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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.

Indicate by check mark whether the registrant has filed a report on and attestation to its management's assessment of the effectiveness of its internal control over financial reporting under Section 404(b) of the Sarbanes-Oxley Act (15 U.S.C. 7262(b)) by the registered public accounting firm that prepared or issued its audit report.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the voting and non-voting stock held by non-affiliates of the registrant, based on the adjusted closing price on January 31, 2020 (the last business day of the registrant's most recently completed second fiscal quarter) of the Class B common stock of \$1.70 per share, as reported on the New York Stock Exchange, was approximately \$11.0 million.

As of December 7, 2020, the registrant had outstanding 524,775 shares of Class A common stock and 11,947,512 shares of Class B common stock.

**DOCUMENTS INCORPORATED BY REFERENCE**

The definitive proxy statement relating to the registrant's Annual Meeting of Stockholders, to be held January 11, 2021, is incorporated by reference into Part III of this Form 10-K to the extent described therein.

**ZEDGE, INC.**

**Explanatory Note**

Zedge, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-K/A (the "Amendment") to the Company's annual report on Form 10-K for the year ended July 31, 2020 (the "Form 10-K"), filed with the Securities and Exchange Commission on October 28, 2020 (the "Original Filing Date"), solely to furnish Exhibit 4.2 to the Form 10-K in accordance with Item 601(b)(4) of Regulation S-K. Exhibit 4.2 provides a description of each class of securities of the Company registered pursuant to Section 12 of the Securities Exchange Act of 1934.

No other changes have been made to the Form 10-K. This Amendment speaks as of the Original Filing Date, does not reflect events that may have occurred subsequent to the Original Filing Date, and does not modify or update in any way disclosures made in the Form 10-K.

## PART IV

### Item 15. Exhibits, Financial Statement Schedules.

(a) The following documents are filed as part of this Report:

1. Report of Independent Registered Public Accounting Firm on Consolidated Financial Statements  
Consolidated Financial Statements covered by Report of Independent Registered Public Accounting Firm
2. Financial Statement Schedule.

All schedules have been omitted since they are either included in the Notes to Consolidated Financial Statements or not required or not applicable.

3. Exhibits. Exhibit Numbers 10.1, 10.6, 10.7, 10.8 and 10.9 are management contracts or compensatory plans or arrangements.

The exhibits listed in paragraph (b) of this item are filed, furnished, or incorporated by reference as part of this Form 10-K.

Certain of the agreements filed as exhibits to this Form 10-K contain representations and warranties by the parties to the agreements that have been made solely for the benefit of the parties to the agreement. These representations and warranties:

- may have been qualified by disclosures that were made to the other parties in connection with the negotiation of the agreements, which disclosures are not necessarily reflected in the agreements;
- may apply standards of materiality that differ from those of a reasonable investor; and
- were made only as of specified dates contained in the agreements and are subject to subsequent developments and changed circumstances.

Accordingly, these representations and warranties may not describe the actual state of affairs as of the date that these representations and warranties were made or at any other time. Investors should not rely on them as statements of fact.

(b) Exhibits.

Exhibit Number	Description of Exhibits
3.1(1)	<a href="#">Third Amended and Restated Certificate of Incorporation of Zedge, Inc.</a>
3.2(2)	<a href="#">Second Amended and Restated By-Laws of Zedge, Inc.</a>
4.2*	<a href="#">Description of the Registrant's Securities Registered Pursuant to Section 12 of the Securities Exchange Act of 1934</a>
10.1(3)	<a href="#">2016 Stock Option and Incentive Plan, as Amended and Restated</a>
10.2(1)	<a href="#">Transition Services Agreement</a>
10.3(1)	<a href="#">Tax Separation Agreement</a>
10.4(4)	<a href="#">Google Services Agreement between Zedge, Inc. and Google, Inc., dated June 18, 2014</a>
10.5(4)	<a href="#">Marketplace for Premier Publishers Agreement between Zedge, Inc. and MoPub, Inc., dated February 20, 2013</a>
10.6(5)	<a href="#">Zedge Holdings, Inc. 2008 Omnibus Stock Incentive Plan, as amended and restated on November 1, 2011</a>
10.7(1)	<a href="#">Form of ISO Stock Option Agreement</a>
10.8(1)	<a href="#">Form of Nonqualified Stock Option Agreement</a>
10.9(1)	<a href="#">Form of Restricted Stock Agreement</a>
21.01(6)	<a href="#">Subsidiaries of the Registrant</a>
23.01(6)	<a href="#">Consent of Mayer Hoffman McCann CPAs, The New York Practice of Mayer Hoffman McCann P.C., Independent Registered Public Accounting Firm</a>

31.01(6) [Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)

31.02(6) [Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002](#)

32.01(6) [Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)

32.02(6) [Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002](#)

101.INS(6) XBRL Instance Document

101.SCH(6) XBRL Taxonomy Extension Schema Document

101.CAL(6) XBRL Taxonomy Extension Calculation Linkbase Document

101.DEF(6) XBRL Taxonomy Extension Definition Linkbase Document

101.LAB(6) XBRL Taxonomy Extension Label Linkbase Document

101.PRE(6) XBRL Taxonomy Extension Presentation Linkbase Document

\* filed herewith.

(1) Incorporated by reference to Form 10-12G/A, filed June 1, 2016.

(2) Incorporated by reference to Form 10-K, filed October 28, 2019

(3) Incorporated by reference to the Schedule 14A, filed November 21, 2019.

(4) Incorporated by reference to Form 10-12G/A, filed April 25, 2016.

(5) Incorporated by reference to Form 10-12G/A, filed May 20, 2016.

(6) Incorporated by reference to Form 10-K, filed October 28, 2020



**DESCRIPTION OF THE REGISTRANT'S SECURITIES  
REGISTERED PURSUANT TO SECTION 12 OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Zedge, Inc. has one class of securities registered under Section 12 of the Securities Exchange Act of 1934, as amended: our Class B common stock, par value \$0.01 per share.

Our authorized capital stock consists of (i) 2.6 million shares of Class A common stock, (ii) 40 million shares of Class B common stock, and (iii) 2.4 million shares of Preferred Stock.

The following description of our classes of authorized stock does not purport to be complete and is subject to and qualified in its entirety by reference to our charter and bylaws, copies of which are filed as exhibits to the Annual Report on Form 10-K to which this Exhibit 4.2 is a part.

**Class A Common Stock**

Holders of shares of our Class A common stock are entitled to three votes for each share on all matters to be voted on by the stockholders. Holders of our Class A common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Directors in its discretion from funds legally available therefor. Each share of our Class A common stock may be converted, at any time and at the option of the holder, and automatically converts upon transfers to unaffiliated parties, into one fully paid and non-assessable share of our Class B common stock.

As of December 7, 2020, there were 524,775 of our shares of Class A common stock outstanding.

**Class B Common Stock**

Holders of shares of our Class B common stock are entitled to one-tenth of one vote for each share on all matters to be voted on by the stockholders. Holders of our Class B common stock are entitled to share ratably in dividends, if any, as may be declared from time to time by the Board of Directors in its discretion from funds legally available therefor.

As of December 7, 2020, there were 11,947,512 shares of Class B common stock outstanding.

**Preferred Stock**

The Board of Directors has the authority to fix the price, rights, preferences, privileges and restrictions, including voting rights, of those shares without any further vote or action by the stockholders.

As of December 7, 2020, there were no shares of our preferred stock were outstanding.

**Anti-Takeover Effects of Our Charter and By-Laws**

Some provisions of Delaware law and our Certificate of Incorporation and By-Laws could make the following more difficult:

- acquisition of us by means of a tender offer;
- acquisition of us by means of a proxy contest or otherwise; or
- removal of our incumbent officers and directors.

These provisions, summarized below, are expected to discourage coercive takeover practices and inadequate takeover bids. These provisions also are designed to encourage persons seeking to acquire control of us to first negotiate with our Board of Directors. We believe that the benefits of increased protection give us the potential ability to negotiate with the proponent of an unfriendly or unsolicited proposal to acquire or restructure us and outweigh the disadvantages of discouraging those proposals because negotiation of them could result in an improvement of their terms.

---

***Certificate of Incorporation; By-Laws***

Our Certificate of Incorporation and By-Laws contain provisions that could make more difficult the acquisition of us by means of a tender offer, a proxy contest or otherwise. Certain of these provisions are summarized below.

*Undesignated Preferred Stock.* The authorization of our undesignated preferred stock makes it possible for our Board of Directors to issue our preferred stock with voting or other rights or preferences that could impede the success of any attempt to change control of us. These and other provisions may have the effect of deferring hostile takeovers or delaying changes of control of our management.

*Size of Board and Vacancies.* Our Certificate of Incorporation provides that the number of directors on our Board of Directors will be between two and seventeen. Newly created directorships resulting from any increase in our authorized number of directors or any vacancies in our Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause will be filled solely by the vote of our remaining directors in office.

---