

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Novume Solutions, Inc.

Form: 8-K/A

Date Filed: 2018-12-21

Corporate Issuer CIK: 1697851

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

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): October 29, 2018

NOVUME SOLUTIONS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-55833
(Commission File Number)

81-5266334
(IRS Employer
Identification No.)

**14420 Albemarle Point Place, Suite 200,
Chantilly, VA, 20151**
(Address of Principal Executive Offices)

Registrant's Telephone Number, Including Area Code: **(703) 953-3838**

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.

EXPLANATORY NOTE

This amended Current Report on Form 8-K/A is being filed to correct a typographical error in Exhibit 5.1 included in the Registrant's current report on Form 8-K, filed with the Securities and Exchange Commission on November 1, 2018 (the "Original 8-K"). This amended current report on Form 8-K/A includes the corrected Exhibit 5.1. Except as described above, no other change has been made to the Original 8-K.

Item 1.01. Entry into a Material Definitive Agreement.

On October 29, 2018, Novume Solutions, Inc. (the "Company"), entered into an underwriting agreement (the "Underwriting Agreement") with ThinkEquity, a division of Fordham Financial Management, Inc. as representative of the underwriters named on Schedule 1 thereto (the "Underwriters"), which provided for the issuance and sale by the Company in an underwritten public offering (the "Offering") and the purchase by the Underwriters of 4,125,000 shares of the Company's common stock, \$0.0001 par value per share. Subject to the terms and conditions contained in the Underwriting Agreement, the shares were sold to the Underwriters at a public offering price of \$0.80 per share, less certain underwriting discounts and commissions. The Company also granted the Underwriters a 45-day option to purchase, severally and not jointly, up to 618,750 additional shares of the Company's common stock on the same terms and conditions for the purpose of covering any over-allotments in connection with the Offering. The net offering proceeds to the Company from the Offering are estimated to be approximately \$2.8 million, after deducting estimated underwriting discounts and commissions and other estimated offering expenses. The Company intends to use the net proceeds from the Offering for general corporate purposes.

The Offering closed on November 1, 2018. The Offering was made pursuant to the Company's shelf registration statement on Form S-3 (File No. 333-224423) (the "Registration Statement"), which was declared effective by the Securities and Exchange Commission (the "SEC") on April 30, 2018, as supplemented by a preliminary prospectus supplement, dated October 24, 2018, and a final prospectus supplement, dated October 29, 2018, filed with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended (the "Securities Act").

The Underwriting Agreement contains customary representations, warranties and covenants of the Company, customary conditions to closing, indemnification obligations of the Company and the Underwriters (including for liabilities under the Securities Act and termination and other provisions customary for transactions of this nature). The Company and all of the Company's executive officers and directors and certain shareholders have also agreed not to sell or transfer any securities of the Company held by them for a period of: six months from October 29, 2018, in the case of officers and directors; and three months from October 29, 2018, in the case of the Company and 5% shareholders, without first obtaining the written consent of the Underwriters, subject to certain exceptions.

The representations, warranties and covenants of the Company contained in the Underwriting Agreement were made only for purposes of such agreement and as of specific dates, are solely for the benefit of the parties to such agreement and may be subject to limitations agreed upon by the contracting parties. Investors are not third-party beneficiaries under the Underwriting Agreement and should not rely on the representations, warranties and covenants or any descriptions thereof as characterizations of the actual state of facts or conditions of the Company.

This Current Report contains forward-looking statements that involve risk and uncertainties, such as statements related to the amount of net proceeds expected from the Offering.

The foregoing summary of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed herewith as Exhibit 1.1 to this Current Report on Form 8-K and incorporated herein by reference. A copy of the opinion of Sichenzia Ross Ference LLP relating to the legality of the issuance and sale of the shares of common stock in the Offering is filed as Exhibit 5.1 hereto and is incorporated herein and into the Registration Statement by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
1.1	Underwriting Agreement, dated October 29, 2018, by and between ThinkEquity, a division of Fordham Financial Management, Inc. acting as the representative of the several underwriters named on Schedule I thereto. (Incorporated by reference to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on November 1, 2018)
5.1	Opinion of Sichenzia Ross Ference LLP (1)
23.1	Consent of Sichenzia Ross Ference LLP (included in the Opinion of Sichenzia Ross Ference LLP filed as Exhibit 5.1)

(1) Filed herewith

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.

Novume Solutions, Inc.

(Registrant)

Date: December 21, 2018

/s/ Robert A. Berman

Name: Robert A. Berman

Title: President and Chief Executive Officer



October 29, 2018

Novume Solutions, Inc.
14420 Albemarle Point Place, Suite 200
Chantilly, VA 20152

Re: Novume Solutions, Inc.

Ladies and Gentlemen:

You have requested our opinion with respect to certain matters in connection with the offer and sale by Novume Solutions, Inc., a Delaware corporation (the "Company"), of 4,743,750 shares (the "Shares") of the Company's common stock par value \$0.0001 per share (the "Common Stock"), which amount includes 618,750 shares of Common Stock that may be issued and sold by the Company to the underwriters pursuant to their option to purchase additional shares, pursuant to an underwriting agreement dated October 29, 2018 with ThinkEquity, a division of Fordham Financial Management, Inc. acting as representative of the several underwriters named on Schedule 1 thereto (the "Underwriting Agreement").

The Shares will be issued pursuant to the Company's registration statement on Form S-3 (File No. 333-224423) declared effective by the Securities and Exchange Commission on April 30, 2018 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Securities Act") and the prospectus dated April 24, 2018, included in such registration statement, as supplemented by a preliminary prospectus supplement dated October 24, 2018 and a final prospectus supplement dated October 29, 2018 (collectively, the "Prospectus").

We have examined the Registration Statement, the Prospectus, the Underwriting Agreement and other instruments, certificates, records and documents, matters of fact and questions of law that we have deemed necessary for the purposes of this opinion.

In our examination of the foregoing and in rendering the opinion set forth herein, we have assumed, without independent investigation or verification: (i) the genuineness of all signatures on all agreements, instruments, corporate records, certificates and other documents submitted to us; (ii) the authenticity and completeness of all agreements, instruments, corporate records, certificates and other documents submitted to us as originals; (iii) that all agreements, instruments, corporate records, certificates and other documents submitted to us as certified, electronic, facsimile, conformed, photostatic or other copies conform to authentic originals thereof, and that such originals are authentic and complete; (iv) the legal capacity and authority of all persons or entities executing all agreements, instruments, corporate records, certificates and other documents submitted to us; (v) the due authorization, execution and delivery of all agreements, instruments, certificates and other documents by all parties thereto; (vi) that the statements contained in the certificates and comparable documents of public officials, officers and representatives of the Company and other persons on which we have relied for the purposes of this opinion letter are true and correct; and (vii) that the officers and directors of the Company have properly exercised their fiduciary duties. As to all questions of fact material to the opinion set forth herein and as to the materiality of any fact or other matter referred to herein, we have relied (without independent investigation) upon representations and certificates or comparable documents of officers and representatives of the Company.

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Based upon the foregoing, we are of the opinion that the Shares have been duly authorized by all necessary corporate action on the part of the Company and, when issued and paid for in accordance with the terms of the Underwriting Agreement and the Registration Statement, the Shares will be validly issued, and the Shares will be fully paid and nonassessable.

We are members of the bar of the State of New York. We express no opinion as to the laws of any jurisdiction other than the laws of the States of New York and Delaware and the federal laws of the United States of America. Insofar as the matters covered by this opinion may be governed by the laws of other states we have assumed that such laws are identical in all respects to the laws of the State of New York.

We hereby consent to the inclusion of this opinion as an exhibit to the Registration Statement and to the references to our firm therein and in the Prospectus and the Prospectus Supplement under the caption "Legal Matters." In giving our consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations thereunder. This opinion letter speaks as of the date hereof and we assume no obligation to advise you or any other person with regard to any change in the circumstances or the law that may bear on the matters set forth herein after the date hereof, even though the change may affect the legal analysis, a legal conclusion or other matters in this opinion letter.

Very truly yours,

/s/ SICHENZIA ROSS FERENCE LLP

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