

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Oblong, Inc.

Form: 10-K/A

Date Filed: 2020-05-28

Corporate Issuer CIK: 746210

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2019

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number: 001-35376

OBLONG, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

77-0312442

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

25587 Conifer Road, Suite 105-231

Conifer, CO

(Address of principal executive offices)

80433

(Zip Code)

Registrant's telephone number, including area code: (303) 640-3838

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.0001 par value	OBLG	NYSE American

Securities registered pursuant to Section 12(g) of the Exchange 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 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 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	<input type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input checked="" type="checkbox"/>	Smaller reporting company	<input checked="" type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

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 is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the voting and non-voting common equity held by non-affiliates of the Registrant computed by reference to the price at which the common equity was last sold on June 30, 2019, the last business day of the Registrant's most recently completed second fiscal quarter, was \$5,057,000.

The number of shares of the Registrant's common stock outstanding as of May 11, 2020 was 5,211,500.

EXPLANATORY NOTE

This Amendment No. 1 on Form 10-K/A (this "**Amendment**") amends the Annual Report on Form 10-K for the year ended December 31, 2019 of Oblong, Inc., a Delaware corporation (the "**Company**"), as originally filed with the U.S. Securities and Exchange Commission (the "**SEC**") on May 15, 2020 (the "**2019 Annual Report**"). The Company is filing this Amendment to amend the 2019 Annual Report solely to include, prior to Part I of the 2019 Annual Report, the disclosure set forth under "Reliance on Securities and Exchange Commission Order" below regarding the Company's reliance upon the SEC's Order under Section 36 of the Securities Exchange Act of 1934 Granting Exemptions from Specified Provisions of the Exchange Act and Certain Rules Thereunder, dated March 4, 2020 (Release No. 34-88318), as superseded by the SEC's Order under Section 36 of the Securities Exchange Act of 1934 Modifying Exemptions from the Reporting and Proxy Delivery Requirements for Public Companies, dated March 25, 2020 (Release No. 34-88465) (collectively, the "**Order**"), to delay the filing of the 2019 Annual Report due to circumstances related to the coronavirus pandemic.

Except as described above, this Amendment does not amend, modify or update the information in, or exhibits to, the 2019 Annual Report, and we have not updated disclosures included therein to reflect any subsequent developments or events. This Amendment should be read in conjunction with the 2019 Annual Report and with our other filings made with the SEC subsequent to the filing of the 2019 Annual Report.

RELIANCE ON SECURITIES AND EXCHANGE COMMISSION ORDER

On March 30, 2020, the Company filed a Current Report on Form 8-K (the "**March 30 Form 8-K**") indicating its intention to rely on the Order to delay the filing of the 2019 Annual Report due to circumstances related to the coronavirus pandemic. As stated in the March 30 Form 8-K, the coronavirus pandemic resulted in travel limitations, limited access to the Company's facilities and remote work for key personnel involved in preparing the 2019 Annual Report, all of which adversely impacted the Company's ability to complete the audit and the 2019 Annual Report on a timely basis. Following the filing of the March 30 Form 8-K, on May 15, 2020, the Company filed a Form 12b-25 (the "**May 15 Form 12b-25**") pursuant to Rule 12b-25 of the Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), to further delay the filing of the 2019 Annual Report because the Company continued to experience delays in the compilation of certain financial and other information required to be included in the 2019 Annual Report as a result of the effect on the Company's staff of various measures established to address the coronavirus pandemic. The May 15 Form 12b-25 extended the Company's deadline for the filing of the 2019 Annual Report to May 29, 2020.

See "Part I. Item 1A. Risk Factors -- Risks Related to Our Business Resulting From the Coronavirus Pandemic" in the 2019 Annual Report and "Note 17 - Commitments and Contingencies - COVID-19" and "Note 21 - Subsequent Events - Suspension of Services by Major Customer" to the consolidated financial statements contained in Part II, Item 8 of the 2019 Annual Report for further discussion of the impact of the coronavirus pandemic on the Company's business and risks related thereto.

In accordance with Rules 12b-15 and 13a-14 under the Exchange Act, the Company is filing herewith currently dated certifications pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 from the Company's principal executive officer and principal financial officer. Because no financial statements have been included in this Amendment, and this Amendment does not contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K, paragraphs 3, 4 and 5 of the certifications have been omitted. Similarly, because no financial statements have been included in this Amendment, certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 have been omitted.

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
31.1*	Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer.
31.2*	Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer.

* Filed herewith.

SIGNATURES

Pursuant to the requirement of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OBLONG, INC.,
a Delaware corporation

By: /s/ Peter Holst
Peter Holst
Chief Executive Officer and President

Date: May 28, 2020

CERTIFICATION OF CHIEF EXECUTIVE OFFICER

I, Peter Holst, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K for the fiscal year ended December 31, 2019 of Oblong, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 28, 2020

/s/ Peter Holst
Peter Holst
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION OF CHIEF FINANCIAL OFFICER

I, David Clark, certify that:

1. I have reviewed this Amendment No. 1 to the annual report on Form 10-K for the fiscal year ended December 31, 2019 of Oblong, Inc.; and
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Date: May 28, 2020

/s/ David Clark
David Clark
Chief Financial Officer
(Principal Financial Officer)