

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Scott's Liquid Gold - Inc.

Form: 8-K

Date Filed: 2019-08-16

Corporate Issuer CIK: 88000

**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): August 12, 2019

SCOTT'S LIQUID GOLD-INC.

(Exact name of Registrant as specified in its charter)

Colorado
(State or other jurisdiction
of incorporation)

001-13458
(Commission File Number)

84-0920811
(I.R.S. Employer
Identification No.)

4880 Havana Street, Denver, CO
(Address of principal executive offices)

80239
(Zip Code)

Registrant's telephone number, including area code: (303) 373-4860

Not Applicable
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K 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.

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

Title of each class	Trading Symbol	Name of exchange on which registered
None	None	None

Item 1.01 Entry into a Material Definitive Agreement .

On August 12, 2019, Scott's Liquid Gold-Inc. (the "Company"), through its wholly owned subsidiary, Neoteric Cosmetics, Inc., entered into a fourth amendment (the "Fourth Amendment") to its customer agreement with Church & Dwight Co., Inc. (the "Customer Agreement") to extend the term of the Customer Agreement through December 31, 2020, which term will be extended automatically for additional one-year terms unless terminated by either party upon delivery of written notice within 30 days prior to the end of the relevant term.

The foregoing description of the Fourth Amendment, dated as of August 1, 2019, and executed as of August 12, 2019, is a summary only and qualified in its entirety by reference to the full text of the Fourth Amendment, a conformed copy of which is filed herewith as Exhibit 10.1 and incorporated herein by reference. Except to the extent amended by the Fourth Amendment, the Customer Agreement remains in full force and effect in all respects.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits: The following exhibits are filed as part of this report:

<u>Exhibit No.</u>	<u>Description</u>
10.1*	Fourth Amendment to Customer Agreement, dated August 1, 2019, between Church & Dwight Co., Inc. and Neoteric Cosmetics, Inc.
99.1*	Scott's Liquid Gold-Inc. press release, dated August 16, 2019

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.

SCOTT'S LIQUID GOLD-INC.

Date: August 16, 2019

By: /s/ Kevin A. Paprzycki

Kevin A. Paprzycki

Chief Financial Officer

CUSTOMER AGREEMENT – FOURTH AMENDMENT

This FOURTH AMENDMENT TO THE CUSTOMER AGREEMENT (“**Fourth Amendment**”) is dated August 1, 2019 by and between Church & Dwight Co., Inc. (“**C&D**”) and Neoteric Cosmetics, Inc. (“**Customer**”). Each a “**Party**”, together the “**Parties**”.

PREAMBLE

WHEREAS, C&D and Customer entered into a Customer Agreement, with an effective date July 15, 2014 as amended on July 1, 2016, July 17, 2017, and May 1, 2018 (collectively the “**Agreement**”);

WHEREAS, Customer wishes to continue to distribute certain C&D products; and

WHEREAS, C&D and Customer hereby mutually desire to amend the Agreement as stated below.

The Parties hereby agree to amend the Agreement as follows effective as at the Effective Date (as defined below):

1. Section 2 – Term.

The Term of the Agreement is hereby renewed for a period of one (1) year from **January 1, 2020** and shall expire on **December 31, 2020**.

2. Authorized Specialty Retailers List.

As of January 1, 2020, the Authorized Specialty Retailer List is deleted in its entirety and replaced with the revised Authorized Specialty Retailer List to be delivered by C&D concurrently with the execution of this Fourth Amendment.

3. Effect of the Fourth Amendment.

In the event of any conflict between the terms set forth in this Fourth Amendment and the terms of the Agreement, the terms in this Fourth Amendment shall supersede and control as to the subject matter. In all other respects, all other terms and conditions of the Agreement shall remain in full force and effect. Capitalized terms used in this Fourth Amendment shall have the meaning ascribed to them in the Agreement unless otherwise defined herein.

IN WITNESS WHEREOF, this Fourth Amendment is executed and effective as of August 1, 2019 (“Effective Date”) by the duly authorized representatives of the Parties.

CHURCH & DWIGHT CO., INC.

NEOTERIC COSMETICS, INC.

By: /s/ Gina Hall
Name: Gina Hall
Title: VP Sales Non-Food

Date: August 12, 2019

By: /s/ Mark Goldstein
Name: Mark Goldstein
Title: President / CEO

Date: August 7, 2019



Corporate & financial news release

SCOTT'S LIQUID GOLD-INC. ANNOUNCES EXTENSION OF DISTRIBUTION FOR BATISTE BRAND PRODUCTS

DENVER, COLORADO – August 12, 2019 – Scott's Liquid Gold-Inc. and Church and Dwight Co., Inc agreed to extend their distribution agreement for Batiste Brand Products. Scott's will continue to distribute all Batiste Products to specialty retailers through December 31, 2020.

Scott's Liquid Gold CEO Mark Goldstein commented, "Since 2009, Scott's has helped build the Batiste Brand and the United States market for Dry Shampoo. We greatly appreciate the opportunity to continue working with the amazing team at Church and Dwight and representing the world's #1 dry shampoo."



Note Regarding Forward-Looking Statements

This news release may contain "forward-looking statements" within the meaning of the federal securities laws that are intended to qualify for the Safe Harbor from liability established by the Private Securities Litigation Reform Act of 1995. "Forward-looking statements" generally can be identified by the use of forward-looking terminology such as "assumptions," "target," "guidance," "strategy," "outlook," "plans," "projection," "may," "will," "would," "expect," "intend," "estimate," "anticipate," "believe", "potential," or "continue" (or the negative or other derivatives of each of these terms) or similar terminology.

Forward-looking statements convey our expectations, intentions, or forecasts about future events, circumstances, or results. All forward-looking statements, by their nature, are subject to assumptions, risks, and uncertainties, which may change over time and many of which are beyond our control. You should not rely on any forward-looking statement as a prediction or guarantee about the future. Actual future objectives, strategies, plans, prospects, performance, conditions, or results may differ materially from those set forth in any forward-looking statement. Some of the factors that may cause actual results or other future events or circumstances to differ from those in forward-looking statements are described in the Company's Annual Report on Form 10-K for the year ended December 31, 2018 and the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2019 and other periodic reports filed with the Securities and Exchange Commission. Any forward-looking statement made by us or on our behalf speaks only as of the date that it was made. We do not undertake to update any forward-looking statement to reflect the impact of events, circumstances, or results that arise after the date that the statement was made, except as required by applicable securities laws. You, however, should consult further disclosures (including disclosures of a forward-looking nature) that we may make in any subsequent filings with the Securities and Exchange Commission.

Investor Relations Contact:

Kevin Paprzycki, CFO
303.576.6032