

TECHNICAL COMMUNICATIONS CORP

Form 8-K

May 31, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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Form 8-K

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**CURRENT REPORT**

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

Date of Report (Date of earliest event Reported): May 27, 2018

**Technical Communications Corporation**

(Exact Name of Registrant as Specified in Charter)

**Massachusetts**

(State or Other Jurisdiction of  
Incorporation)

**0-8588**

(Commission File Number)

**04-2295040**

(I.R.S. Employer Identification  
Number)

**100 Domino Drive, Concord, MA 01742**

(Address of Principal Executive Offices) (Zip Code)

**(978) 287-5100**

(Registrant's telephone number, including area code)

**Not Applicable**

(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))

☐

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Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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. [ ☐ ]

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**Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On May 29, 2018, the Company notified The NASDAQ Stock Market of the unexpected death of Mitchell B. Briskin, a valued member of the Company's Board of Directors and Audit Committee. As a result of Mr. Briskin's death, the Company is not in compliance with listing requirement 5605(c)(2), which requires that the Company's Audit Committee be comprised of at least three directors, all of whom are independent pursuant to the rules of NASDAQ and applicable law. By letter dated May 29, 2018, NASDAQ confirmed that the Company will have a cure period to regain compliance, such compliance to be achieved by the earlier of the Company's next annual shareholders' meeting or May 27, 2019. The Board of Directors expects to begin a search for a new director shortly, who will also serve on the Company's Audit Committee as an independent director.

A copy of the press release dated May 31, 2018 describing such event is attached as Exhibit 99.1 to this report and incorporated herein.

**Item 9.01. Financial Statements and Exhibits.**

- a. *Financial statements of businesses acquired.* Not applicable.
- b. *Pro forma financial information.* Not applicable.
- c. *Shell company transactions.* Not applicable
- d. *Exhibits.*

Exhibit No. Title

99.1 Press Release dated May 31, 2018

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**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.

**Technical Communications Corporation**

Date: May 31, 2018

By: /s/ Carl H. Guild, Jr.  
Carl H. Guild, Jr.  
President and Chief Executive Officer