

PROCTER & GAMBLE Co  
Form 8-K  
October 14, 2014

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) October 14, 2014

Ohio 1-434 31-0411980  
(State or other jurisdiction (Commission File Number) (IRS Employer  
of incorporation) Identification Number)

One Procter & Gamble Plaza, Cincinnati, Ohio 45202  
(Address of principal executive offices) Zip Code

(513) 983-1100 45202  
(Registrant's telephone number, including area code) Zip Code

..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))

#### ITEM 7.01 REGULATION FD DISCLOSURE

On October 14, 2014, The Procter & Gamble Company (NYSE:PG)(the "Company") announced that its Board of Directors declared a quarterly dividend of \$0.6436 per share on the Common Stock and on the Series A and Series B ESOP Convertible Class A Preferred Stock of the Company, payable on or after November 17, 2014, to Common Stock shareholders of record at the close of business on October 24, 2014, and to Series A and Series B Preferred Stock shareholders of record at the start of business on October 24, 2014.

The Company is furnishing this 8-K pursuant to Item 7.01, "Regulation FD Disclosure."

SIGNATURE

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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.

THE PROCTER & GAMBLE COMPANY

BY: /s/ Susan S. Whaley  
Susan S. Whaley  
Assistant Secretary  
October 14, 2014

EXHIBIT(S)

99. News Release by The Procter & Gamble Company dated October 14, 2014.  
xt-align: center">14

TYPE OF REPORTING PERSON

BD

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	NAME OF REPORTING PERSONS
1	
2	B. Riley Financial, Inc. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
3	(a)  (b) SEC USE ONLY
4	SOURCE OF FUNDS
5	OO CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e)
6	CITIZENSHIP OR PLACE OF ORGANIZATION
NUMBER OF	Delaware
SHARES	SOLE VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7
	See Item 5(a) SHARED VOTING POWER
	8
	- 0 - SOLE DISPOSITIVE POWER
	9
	See Item 5(a) 10 SHARED DISPOSITIVE POWER

- 0 -

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON

11

See Item 5(a)  
CHECK BOX IF THE  
AGGREGATE AMOUNT IN ROW  
(11) EXCLUDES CERTAIN  
SHARES  
PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

12

13

100%  
TYPE OF REPORTING PERSON

14

HC

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This Amendment No. 1 to Schedule 13D (this "Amendment") is being filed to update the initial statement on Schedule 13D filed with the Securities and Exchange Commission (the "SEC") on January 3, 2018 (the "Original Statement"), and relates to the ordinary shares, no par value (the "Ordinary Shares"), of magicJack VocalTec Ltd., an Israeli corporation (the "Issuer").

Except as otherwise described herein, the information contained in the Original Statement remains in effect. Capitalized terms used but not defined in this Amendment shall have the respective meanings set forth with respect thereto in the Original Statement.

The filing of this Amendment represents the final amendment to the Original Statement and constitutes an exit filing for the Reporting Persons.

## **Item 2. Identity and Background.**

There has been no change to the information disclosed in Item 2 of the Original Statement, except that "Schedule A" as referenced therein is hereby amended and restated in its entirety to refer to the Schedule A annexed hereto.

## **Item 3. Source and Amount of Funds or Other Consideration.**

Item 3 of the Original Statement is hereby amended and restated in its entirety as follows:

Item 4 of this Amendment is incorporated herein by reference.

## **Item 4. Purpose of Transaction.**

Item 4 of the Original Statement is hereby amended by adding the following immediately after the first paragraph thereof:

In connection with the closing of the Merger, on November 9, 2018, pursuant to a Share Purchase Agreement, dated as of November 9, 2018, by and between B. Riley Principal Investments LLC, a Delaware limited liability company and wholly-owned subsidiary of BRF (“BRPI”), and YMax Corporation, a Delaware corporation and wholly-owned subsidiary of magicJack (“YMax”), BRPI purchased from YMax 5,942,715 Ordinary Shares (the “Purchased Shares”) for aggregate cash consideration in the amount of \$33.0 million in an effort to acquire all of the issued Ordinary Shares in connection with the Merger. BRPI funded the purchase price of the Purchased Shares with cash on hand.

The Merger Agreement was approved by the Issuer’s shareholders at an extraordinary general meeting of shareholders on March 19, 2018, and the Merger was consummated on November 14, 2018. In accordance with the Merger Agreement, each Ordinary Share issued and outstanding immediately prior to the Effective Time (other than any Ordinary Share owned by BRF, Merger Sub or the Issuer, except to the extent such Ordinary Share was held for the benefit of any third party), was converted into the right to receive cash in an amount equal to \$8.71 without interest. In accordance with the terms of the Merger Agreement, the Ordinary Shares held by BRF and its subsidiaries (including the 1,249,600 Ordinary Shares previously purchased by BRFB as disclosed in the Original Statement and the Purchased Shares held by BRPI) immediately prior to the effective time of the Merger were automatically canceled for no consideration and ceased to exist as of the Effective Time. Pursuant to the terms of the Merger Agreement, Merger Sub merged with and into the Issuer with the Issuer surviving the Merger as an indirect wholly-owned subsidiary of BRF.

Information concerning changes in the board of directors and management of the Issuer and the charter of the Issuer has been previously disclosed under Item 3.03, Item 5.02 and Item 5.03, respectively, of the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission (the “SEC”) on November 15, 2018, and is incorporated herein by reference.

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**Item 5. Interest in Securities of the Issuer.**

Items 5(a)-(c) and (e) of the Original Statement are hereby amended and restated in their entirety as follows:

(a)-(b) As a result of the Merger, BRF acquired and, for purposes of Rule 13d-3 under the Exchange Act, beneficially owns 100% of the outstanding Ordinary Shares and has sole power to vote and dispose of 100% of the Ordinary Shares.

(c) Except as set forth in this Amendment, none of the Reporting Persons has engaged in any transaction in Ordinary Shares during the past 60 days.

(e) On November 14, 2018, the transactions contemplated by the Merger Agreement were consummated and the Ordinary Shares were delisted from the Nasdaq Global Select Market. The Ordinary Shares are in the process of being deregistered under the Securities Exchange Act of 1934, as amended. Accordingly, this is an exit filing, and constitutes the Reporting Persons' final amendment to Schedule 13D.

**Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer.**

Item 6 of the Original Statement is hereby amended by adding the following immediately after the second paragraph thereof:

Item 4 of this Amendment is incorporated herein by reference.

**Item 7. Material to Be Filed as Exhibits.**

<b>Exhibit No.</b>	<b>Description</b>
<u>2.1</u>	<u>Agreement and Plan of Merger, dated November 9, 2017, by and among B. Riley Financial, Inc., B. R. Acquisition Ltd. and magicJack VocalTec Ltd. (incorporated by reference to Exhibit 2.1 of magicJack VocalTec Ltd.'s Current Report on Form 8-K filed on November 9, 2017).</u>
<u>2.2</u>	<u>Amendment No. 1, dated May 8, 2018, to the Agreement and Plan of Merger, dated November 9, 2017, by and among B. Riley Financial, Inc., B. R. Acquisition Ltd. and magicJack VocalTec Ltd. (incorporated by reference to Exhibit 10.1 of magicJack VocalTec Ltd.'s Quarterly Report on Form 10-Q filed on May 10, 2018).</u>
<u>2.3</u>	<u>Limited Waiver and Agreement, dated as of November 9, 2018, by and between B. Riley Financial, Inc. and magicJack VocalTec Ltd.</u>
<u>10.1</u>	<u>Share Purchase Agreement, dated as of November 9, 2018, by and between B. Riley Principal Investments LLC and YMax Corporation.</u>



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SIGNATURES

After reasonable inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: November 15, 2018

B. RILEY FBR, INC.

By: /s/ Andy Moore  
Name: Andy Moore  
Title: Chief Executive Officer

B. RILEY FINANCIAL, INC.

By: /s/ Bryant R. Riley  
Name: Bryant R. Riley  
Co-Chief Executive Officer  
Title:

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SCHEDULE A

**Executive Officers and Directors of B. Riley Financial, Inc.**

Name and Position	Present Principal Occupation	Business Address	Citizenship
Bryant R. Riley, Chairman and Co-Chief Executive Officer	Co-Portfolio Manager of BRC Partners Opportunity Fund, LP, Chief Executive Officer of BRC Partners Management GP, LLC, Chief Executive Officer of B. Riley Capital Management, LLC, Chief Executive Officer of B. Riley FBR, Inc and Co-Chief Executive Officer of B. Riley Financial, Inc.	11100 Santa Monica Blvd. Suite 800 Los Angeles, CA 90025	United States
Thomas J. Kelleher, Co-Chief Executive Officer and Director			United States

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	Co-Chief Executive Officer of B. Riley Financial, Inc. and Executive Officer of B. Riley FBR, Inc.	11100 Santa Monica Blvd. Suite 800 Los Angeles, CA 90025	
Andrew Gumaer, Chief Executive Officer of Great American Group, LLC and Director	Chief Executive Officer of Great American Group, LLC, a subsidiary of B. Riley Financial, Inc.	21255 Burbank Blvd. Suite 400 Woodland Hills, CA 91367	United States
Robert D'Agostino, Director	President of Q-mation, Inc., a supplier of software solutions	21255 Burbank Blvd. Suite 400 Woodland Hills, CA 91367	United States
Mikel Williams, Director	CEO & Director of privately held Targus International, LLC, supplier of carrying cases and accessories	21255 Burbank Blvd. Suite 400 Woodland Hills, CA 91367	United States
Todd D. Sims, Director	SVP of Digital Strategy, Anschutz	21255 Burbank Blvd.	United States

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	Entertainment Suite Group, Inc., 400 a sports and entertainment company	Woodland Hills, CA 91367	
		21255 Burbank Blvd.	
Robert L Antin, Director	Co-Founder, VCA, Inc., an owner and operator of	Suite 400	United States
	Veterinary care centers & hospitals	Woodland Hills, CA 91367	
		21255 Burbank Blvd.	
Michael J. Sheldon, Director	Chairman & CEO of Deutsch North America, a creative agency	Suite 400	United States
		Woodland Hills, CA 91367	
		21255 Burbank Blvd.	
Kenny Young, President	President of B. Riley Financial, Inc.	Suite 400	United States
		Woodland Hills, CA 91367	
		21255 Burbank Blvd.	
Phillip J. Ahn, Chief Financial Officer and Chief Operating Officer	Chief Financial Officer and Chief Operating Officer of B. Riley Financial, Inc.	Suite 400	United States
		Woodland Hills, CA 91367	

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Alan N. Forman, Executive Vice President, General Counsel and Secretary	Executive Vice President, General Counsel and Secretary of B. Riley Financial, Inc.	299 Park Avenue, 7th Floor New York, NY 10171	United States
Howard E. Weitzman, Senior Vice President & Chief Accounting Officer	Senior Vice President & Chief Accounting Officer of B. Riley Financial, Inc.	21255 Burbank Blvd. Suite 400 Woodland Hills, CA 91367	United States