
Section 1: 8-K

**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): January 2, 2019

Jensyn Acquisition Corp.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37707
(Commission
File Number)

47-2150172
(IRS Employer
Identification No.)

800 West Main Street, Suite 204, Freehold, New Jersey 07728
(Address of principal executive offices, including Zip Code)

(888) 536-7965
(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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Item 1.01. Entry into a Material Definitive Agreement.

On January 2, 2019, in connection with the Special Meeting of Stockholders held on January 2, 2019 (the “Special Meeting”), Jensyn Acquisition Corp. (the “Company”) and Continental Stock Transfer & Trust Company (“Continental”) entered into Amendment No. 4 to the Investment Management Trust Agreement, dated as of March 2, 2016, by and between the Company and Continental (the “Trust Amendment”), pursuant to which the date on which to commence liquidating the trust account (the “Trust Account”) established in connection with the Company’s initial public offering in the event the Company has not consummated a business combination was extended from January 3, 2019 (the “Current Termination Date”) to July 2, 2019 (the “Extended Termination Date”). A copy of the Trust Amendment is attached to this Current Report on Form 8-K as Exhibit 10.3(c) and incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws

On January 2, 2019, in connection with the Special Meeting, the Company filed with the Secretary of State of the State of Delaware an amendment (the “Charter Amendment”) to the Company’s Amended and Restated Certificate of Incorporation (the “Charter”), pursuant to which the date by which the Company must consummate its initial business combination was extended from the Current Termination Date to the Extended Termination Date. A copy of the Charter Amendment is attached to this Current Report on Form 8-K as Exhibit 3.1(d) and incorporated herein by reference.

Item 5.07. Submission of Matters to a Vote of Security Holders.

At the Special Meeting, the Company’s stockholders considered the following proposals:

1. A proposal to approve and adopt the Charter Amendment to the Charter to extend the date by which the Company must consummate its initial business combination (the “Extension”) for an additional 180 days from the Current Termination Date to the Extended Termination Date. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company’s stockholders:

For	Against	Abstain
1,487,307	29,000	0

In connection with this vote, the holders of 186,085 shares of the Company’s common stock properly exercised their right to redeem their shares for cash at a redemption price of approximately \$11.01 per share, for an aggregate redemption amount of approximately \$2,049,380, in connection with the Extension.

The information included in Item 5.03 is incorporated by reference in this item to the extent required herein.

2. A proposal to amend the Company's Investment Management Trust Agreement to extend the date on which to commence liquidating the Trust Account by the Extended Termination Date. The following is a tabulation of the votes with respect to this proposal, which was approved by the Company's stockholders:

For	Against	Abstain
1,487,307	29,000	0

The information included in Item 1.01 is incorporated by reference in this item to the extent required herein.

Item 7.01. Regulation FD Disclosure.

On January 3, 2019, the Company issued a press release announcing the approval of the Charter Amendment. A copy of the press release is attached to this Current Report on Form 8-K as Exhibit 99.1 and incorporated herein by reference.

The foregoing, Exhibit 99.1, and the information set forth therein shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise be subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibits</u>
3.1(d)	<u>Amendment to Amended and Restated Certificate of Incorporation.</u>
10.3(c)	<u>Amendment No. 4, dated as of January 2, 2019, to the Investment Management Trust Agreement, dated as of March 2, 2016, by and between Jensyn Acquisition Corp. and Continental Stock Transfer & Trust Company.</u>
99.1	<u>Press Release, dated January 3, 2019.</u>

SIGNATURES

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.

Date: January 3, 2019

Jensyn Acquisition Corp.

By: /s/ Jeffrey J. Raymond

Name: Jeffrey J. Raymond

Title: President and Chief Executive Officer

Section 2: EX-3.1

Exhibit 3.1(d)

CERTIFICATE OF
AMENDMENT TO THE
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION OF
JENSYN ACQUISITION CORP.

January 2, 2019

Jensyn Acquisition Corp., a corporation organized and existing under the laws of the State of Delaware (the “Corporation”), DOES HEREBY CERTIFY AS FOLLOWS:

1. The name of the Corporation is “Jensyn Acquisition Corp.” The original certificate of incorporation was filed with the Secretary of State of the State of Delaware on October 8, 2014 (the “Original Certificate”). The Amended and Restated Certificate of Incorporation (the “Amended and Restated Certificate”) was filed with the Secretary of State of the State of Delaware on March 1, 2016 and amended on March 6, 2018, June 4, 2018 and August 30, 2018.
2. This Amendment to the Amended and Restated Certificate of Incorporation amends the Amended and Restated Certificate.
3. This Amendment to the Amended and Restated Certificate of Incorporation was duly adopted by the Board of Directors of the Corporation and the stockholders of the Corporation in accordance with Section 242 of the General Corporation Law of the State of Delaware.
4. The text of Paragraph H of Article SIXTH is hereby amended and restated to read in full as follows:

“H. In the event that the Corporation does not consummate a Business Combination by July 2, 2019 (the “Termination Date”), the Corporation shall (i) cease all operations except for the purposes of winding up, (ii) as promptly as reasonably possible but not more than ten business days thereafter, redeem 100% of the IPO Shares for cash for a redemption price per share as described below (which redemption will completely extinguish such holders’ rights as stockholders, including the right to receive further liquidation distributions, if any), and (iii) as promptly as reasonably possible following such redemption, subject to the approval of the Corporation’s then stockholders and subject to the requirements of the GCL, including the adoption of a resolution by the Board pursuant to Section 275(a) of the GCL finding the dissolution of the Corporation advisable and the provision of such notices as are required by said Section 275(a) of the GCL, dissolve and liquidate the balance of the Corporation’s net assets to its remaining stockholders, as part of the Corporation’s plan of dissolution and liquidation, subject (in the case of (ii) and (iii) above) to the Corporation’s obligations under the GCL to provide for claims of creditors and other requirements of applicable law. In such event, the per-share redemption price to be received by each holder of IPO Shares shall be equal to (1) the number of IPO Shares held by such holder divided by the total number of IPO Shares multiplied by (2) the amount then in the Trust Account.”

IN WITNESS WHEREOF, Jensyn Acquisition Corp. has caused this Amendment to the Amended and Restated Certificate to be duly executed in its name and on its behalf by an authorized officer as of the date first set above.

Jensyn Acquisition Corp.

By: /s/ Jeffrey J. Raymond

Name: Jeffrey J. Raymond

Title: President and Chief Executive Officer

Section 3: EX-10.3

EXHIBIT 10.3(c)

AMENDMENT NO. 4 TO INVESTMENT MANAGEMENT TRUST AGREEMENT

This Amendment No. 4 (this “Amendment”), dated as of January 2, 2019, to the Investment Management Trust Agreement (as defined below) is made by and among Jensyn Acquisition Corp., a Delaware corporation (the “Company”), and Continental Stock Transfer & Trust Company (the “Trustee”). All terms used but not defined herein shall have the meanings assigned to them in the Trust Agreement.

WHEREAS, the Company and the Trustee entered into an Investment Management Trust Agreement dated as of March 2, 2016 and amended by Amendment No. 1 thereto dated as of March 6, 2018, Amendment No. 2 thereto dated as of June 4, 2018, and Amendment No. 3 thereto dated as of August 29, 2019 (the “Trust Agreement”);

WHEREAS, Section 1(i) of the Trust Agreement sets forth the terms that govern the liquidation of the Trust Account under the circumstances described therein;

WHEREAS, at a special meeting of stockholders of the Company held on June 4, 2018, the Company stockholders approved (i) a proposal to amend the Company’s amended and restated certificate of incorporation to provide that the date by which the Company shall be required to effect a Business Combination shall be on or prior to September 3, 2018 (the “First Extended Date”) and (ii) a proposal to extend the date on which to commence liquidating the Trust Account in the event the Company has not consummated a business combination by the First Extended Date; and

WHEREAS, at a special meeting of stockholders of the Company held on August 29, 2018, the Company stockholders approved (i) a proposal to amend the Company’s amended and restated certificate of incorporation to provide that the date by which the Company shall be required to effect a Business Combination shall be on or prior to January 3, 2019 (the “Second Extended Date”) and (ii) a proposal to extend the date on which to commence liquidating the Trust Account in the event the Company has not consummated a business combination by the Second Extended Date; and

WHEREAS, at a special meeting of stockholders of the Company held on January 2, 2019, the Company stockholders approved (i) a proposal to amend (the “Charter Amendment”) the Company’s amended and restated certificate of incorporation to provide that the date by which the Company shall be required to effect a Business Combination shall be on or prior to July 2, 2019 (the “Third Extended Date”) and (ii) a proposal to extend the date on which to commence liquidating the Trust Account in the event the Company has not consummated a business combination by the Third Extended Date; and

WHEREAS, on the date hereof, the Company is filing the Charter Amendment with the Secretary of State of the State of Delaware.

NOW THEREFORE, IT IS AGREED:

1. Section 1(i) of the Trust Agreement is hereby amended and restated to read in full as follows:

“(j) Commence liquidation of the Trust Account only after and promptly after receipt of, and only in accordance with, the terms of a letter (“Termination Letter”), in a form substantially similar to that attached hereto as either Exhibit A or Exhibit B, signed on behalf of the Company by its Chief Executive Officer or Chairman of the Board and Secretary or Assistant Secretary, affirmed by counsel for the Company and, in the case of a Termination Letter in a form substantially similar to that attached hereto as Exhibit A, acknowledged and agreed to by CCM, and complete the liquidation of the Trust Account and distribute the Property in the Trust Account only as directed in the Termination Letter and the other documents referred to therein; provided, however, that in the event that a Termination Letter has not been received by the Trustee by July 2, 2019, the Trust Account shall be liquidated in accordance with the procedures set forth in the Termination Letter attached as Exhibit B hereto and distributed to the Public Stockholders promptly after such date.”

2. All other provisions of the Trust Agreement shall remain unaffected by the terms hereof.

3. This Amendment may be signed in any number of counterparts, each of which shall be an original and all of which shall be deemed to be one and the same instrument, with the same effect as if the signatures thereto and hereto were upon the same instrument. A facsimile signature shall be deemed to be an original signature for purposes of this Amendment.

4. This Amendment is intended to be in full compliance with the requirements for an Amendment to the Trust Agreement as required by Section 6 (c) of the Trust Agreement, and every defect in fulfilling such requirements for an effective amendment to the Trust Agreement is hereby ratified, intentionally waived and relinquished by all parties hereto.

5. This Amendment shall be governed by and construed and enforced in accordance with the laws of the State of New York, without giving effect to conflicts of law principles that would result in the application of the substantive laws of another jurisdiction.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have duly executed this Amendment to the Investment Management Trust Agreement as of the date first written above.

CONTINENTAL STOCK TRANSFER & TRUST
COMPANY, AS TRUSTEE

By: /s/ Francis E. Wolf, Jr.

Name: Francis E. Wolf, Jr.

Title: Vice President

JENSYN ACQUISITION CORP.

By: /s/ Jeffrey J. Raymond

Name: Jeffrey J. Raymond

Title: President and Chief Executive Officer

[Signature Page to Amendment No. 4 to Investment Management Trust Agreement]

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Section 4: EX-99.1

EXHIBIT 99.1

Jensyn Acquisition Corp. Stockholders Approve Extension of Time to Complete Business Combination

Freehold, N.J.—January 3, 2019—(PRNewswire)—**Jensyn Acquisition Corp. (NASDAQ:JSYN)** (“**Jensyn Acquisition**” or the “**Company**”), a company formed for the purpose of entering into a merger, share exchange, asset acquisition or other similar business combination with one or more businesses or entities, today announced that stockholders have approved an extension of the date by which it must complete its initial business combination to July 2, 2019. Stockholders holding an aggregate of 186,085 shares of common stock exercised their right to convert their shares into cash in connection with the extension.

About Jensyn Acquisition Corp.

Jensyn Acquisition Corp. is a blank check company formed for the purpose of entering into a merger, share exchange, asset acquisition, stock purchase, recapitalization, reorganization or other similar business combination with one or more businesses or entities.

Forward-Looking Statements

This press release includes “forward-looking statements” within the meaning of the “safe harbor” provisions of the United States Private Securities Litigation Reform Act of 1995. Forward-looking statements are not historical facts, and involve risks and uncertainties that could cause actual results to differ materially from those expected and projected. Words such as “expects”, “believes”, “anticipates”, “intends”, “estimates”, “seeks” and variations and similar words and expressions are intended to identify such forward-looking statements. Such forward-looking statements of the proposed business combination, are based on current expectations that are subject to risks and uncertainties. A number of factors could cause actual events, performance or results to differ materially from the events, performance and results discussed in the forward-looking statements. For information identifying important factors that could cause actual results to differ materially from those contemplated in the forward-looking statements, please refer to the “Risk Factors” section of Jensyn Acquisition’s Annual Report on Form 10-K for the year ended December 31, 2017 and other filings with the United States Securities and Exchange Commission by Jensyn Acquisition. Readers are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made, and except as expressly required by applicable securities law, Jensyn Acquisition disclaims any obligation to update or revise any forward-looking statements whether as a result of new information, future events or otherwise.

Contact:

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