

JOINT Corp
Form 8-K
July 07, 2015

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): July 1, 2015

THE JOINT CORP.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 001-36724 | 90-0544160 |
| (State or other juris- diction of incorporation) | (Commission file number) | (IRS employer identification number) |

16767 N. Perimeter Drive, Suite 240

Scottsdale, AZ 85260

(Address of principal executive offices)

Registrant's telephone number, including area code:

(480) 245-5960

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Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligations 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))

Item 2.01 Completion of Acquisition or Disposition of Assets

On July 1, 2015, the Company completed its repurchase of two franchises in Maricopa County, Arizona (the “Repurchase Transaction”).

The Repurchase Transaction was accomplished pursuant to an Asset and Franchise Purchase Agreement (the “Purchase Agreement”) among the Company, Chiro-Novo, LLC, an Arizona limited liability company (“Seller”), Kent L. Cooper, as trustee of The Kent L. Cooper Trust (“Kent” or a “Member”), Benjamin Cooper, as trustee of The Benjamin and Milena Cooper Family Trust dated May 2, 2006 (“Benjamin” or a “Member”), Robert A. Cooper (“Robert” or a “Member”) and Andrew C. Cooper (“Andrew” or a “Member” and together with Kent, Benjamin and Robert, the “Members”). The transaction involved the repurchase of one operating franchise and one undeveloped franchise from the Seller. The Company intends to operate the operating franchise as a Company-owned Joint clinic.

The total consideration for the Repurchase Transaction was \$265,000, \$212,000 of which was funded from the proceeds of the Company’s recent initial public offering, and \$15,000 of which was funded with a promissory note.

The foregoing description of the Repurchase Transaction does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, a copy of which is filed as Exhibit 2.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

The financial information required by this item, if any, with respect to the Transactions will be filed as soon as practicable and in any event within the timeframe required by Form 8-K.

(b) Pro Forma Financial Information

The pro forma financial information required by this item, if any, with respect to the Transactions will be filed as soon as practicable and in any event within the timeframe required by Form 8-K.

(c) **Exhibits**

| Exhibit Number | Description |
|---------------------------|--|
| 2.1 | Asset and Franchise Purchase Agreement dated as of July 1, 2015, by and among The Joint Corp., a Delaware corporation, Chiro-Novo, LLC, an Arizona limited liability company, Kent L. Cooper, as trustee of The Kent L. Cooper Trust, Benjamin Cooper, as trustee of The Benjamin and Milena Cooper Family Trust dated May 2, 2006, Robert A. Cooper and Andrew C. Cooper. |
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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.

Date: July 7, 2015.

The Joint Corp.

By /s/ John B. Richards
John B. Richards
Chief Executive Officer

EXHIBIT INDEX

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