

FINJAN HOLDINGS, INC.
Form 8-K
June 08, 2016

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): June 3, 2016

FINJAN HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	000-33304 (Commission File Number)	20-4075963 (IRS Employer Identification No.)
	2000 University Avenue, Suite 600, East Palo Alto, CA (Address of principal executive offices)	94303 (Zip Code)

Registrant's telephone number, including area code: 650-282-3228

(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))

Item 1.01. Entry into a Material Definitive Agreement.

On June 8, 2016, Finjan Holdings, Inc. (the “Company”), and Finjan, Inc., its wholly-owned subsidiary, announced that Finjan, Inc. and Proofpoint, Inc. have reached a mutually agreed patent license, settlement and release agreement (the “License and Settlement Agreement”) effective as of June 3, 2016. Specifically, Case No. 3:15-cv-5808-HSG, entitled Finjan, Inc. v. Proofpoint, Inc. and Armorize Technologies, Inc., pending before the Honorable Haywood S. Gilliam, Jr. in the U.S. District Court for the Northern District of California, was dismissed with prejudice on June 7, 2016.

As part of the settlement, Proofpoint will obtain a license to the Finjan patent portfolio and pay an aggregate of \$10.9 million in cash as follows: (A) \$4.3 million within three (3) business days of execution of the License and Settlement Agreement, which Finjan, Inc. received on June 6, 2016, (B) \$3.3 million on or before January 4, 2017, and (C) \$3.3 million on or before January 3, 2018. The terms of the License and Settlement Agreement are confidential.

The foregoing description of the License and Settlement Agreement is qualified in its entirety by reference to the full text of the License and Settlement Agreement which the Company intends to file with the Securities and Exchange Commission as an exhibit to the applicable periodic report. The Company also intends to seek confidential treatment of certain terms and provisions of the License and Settlement Agreement in connection with the filing of such agreement, in accordance with the procedures of the Securities and Exchange Commission.

A copy of the press release issued by the Company relating to the matters discussed above is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The information in the press release shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”) or otherwise subject to the liabilities of that section, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated June 8, 2016, entitled “Finjan Announces License and Settlement Agreement with Proofpoint.”

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.

FINJAN HOLDINGS, INC.

Date: June 8, 2016 By: /s/ Philip Hartstein
Philip Hartstein
President & Chief Executive Officer