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**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 28, 2017

**SITO MOBILE, LTD.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or Other Jurisdiction  
of Incorporation)

**001-37535**

(Commission File Number)

**13-4122844**

(IRS Employer  
Identification No.)

**The Newport Corporate Center, 100 Town  
Square Place, Suite 204, Jersey City, NJ**

(Address of Principal Executive Offices)

**07310**

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(201) 275-0555**

(Former Name or Former Address, if Changed Since Last Report): Not Applicable

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))

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

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 8.01 Other Events

On July 28, 2017, SITO Mobile, Ltd. (the “*Company*”) closed a previously announced registered direct public offering of 1,200,000 shares of its common stock and warrants exercisable for up to approximately 300,000 shares of its common stock for gross proceeds of \$6.0 million (the “*Offering*”). The shares and warrants were sold in units, each consisting of one share of common stock and a warrant to purchase 0.25 of one share of common stock at an exercise price of \$6.25 per share of common stock. The units were sold at an offering price of \$5.00 per unit. In the Offering the Company also issued its financial advisor warrants to purchase up to an aggregate of 20,000 shares of common stock at an exercise price of \$6.25 per share of common stock as partial compensation for its services in connection with the Offering. The Offering was previously disclosed in a Current Report on Form 8-K filed on July 24, 2017. A copy of the legal opinion of Pepper Hamilton LLP relating to the legality of the issuance and sale of the units, the shares of common stock, the warrants and the shares of common stock issuable upon exercise of the warrants in the Offering is filed herewith as Exhibit 5.1.

On July 28, 2017, the Company issued a press release announcing the closing of the Offering. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference.

## Item 9.01. Financial Statements and Exhibits

(d) Exhibits

### Exhibit

### Number

### Description

5.1	Opinion of Pepper Hamilton LLP
23.1	Consent of Pepper Hamilton LLP (included in Exhibit 5.1)
99.1	Press Release dated July 28, 2017

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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, thereunto duly authorized.

**SITO MOBILE, LTD.**

(Registrant)

Date: July 28, 2017

/s/ Thomas J. Pallack

Name: Thomas J. Pallack

Title: Chief Executive Officer

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## Exhibit Index

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5.1	Opinion of Pepper Hamilton LLP
23.1	Consent of Pepper Hamilton LLP (included in Exhibit 5.1)
99.1	Press Release dated July 28, 2017

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3000 Two Logan Square  
 Eighteenth and Arch Streets  
 Philadelphia, PA 19103-2799  
 215.981.4000  
 Fax 215.981.4750

July 28, 2017

SITO Mobile, Ltd.  
 The Newport Corporate Center  
 100 Town Square Place, Suite 204  
 Jersey City, NJ 07310

Re: Registered Direct Offering

Ladies and Gentlemen:

This opinion is being furnished to you in connection with (i) the Registration Statement on Form S-3 (Registration No. 333-213221) (as amended from time to time, the "**Registration Statement**"), filed by SITO Mobile, Ltd., a Delaware corporation (the "**Company**") with the U.S. Securities and Exchange Commission (the "**Commission**") on August 19, 2016, under the Securities Act of 1933, as amended (the "**Securities Act**"), and which became effective on August 29, 2016, for the registration of, among other things, an indeterminate number of shares of Common Stock, par value \$0.001 per share, of the Company ("**Common Stock**") and warrants to purchase shares of Common Stock, which may be issued as set forth in the Registration Statement and the prospectus contained therein (the "**Base Prospectus**") and (ii) the prospectus supplement, dated July 24, 2017 (the "**Prospectus Supplement**") and together with the Base Prospectus, the "**Prospectus**"), relating to the offering by the Company of (i) 1,200,000 units (the "**Units**") with each Unit consisting of one share of Common Stock (collectively, the "**Shares**") and one warrant to purchase 0.25 of a share of Common Stock (collectively, the "**Warrants**"), (ii) 300,000 shares of Common Stock issuable upon exercise of the Warrants (the "**Warrant Shares**") and (iii) 20,000 shares of Common Stock issuable upon the exercise of Warrants (the "**Financial Advisor Warrant Shares**") issued to the Company's financial advisor (the "**Financial Advisor Warrants**") in connection with the offering; all of which are to be sold by the Company pursuant to the Securities Purchase Agreement among the Company and the purchasers identified on the signature pages thereto (the "**Agreement**"). We understand that the Shares, the Warrants, the Warrant Shares, the Financial Advisor Warrants and the Financial Advisor Warrant Shares are to be offered and sold in the manner set forth in the Prospectus.

We have acted as your counsel in connection with the issue and sale by the Company of the Shares, the Warrants, the Warrant Shares, the Financial Advisor Warrants and the Financial Advisor Warrant Shares. We are familiar with the proceedings taken by the Board of Directors of the Company (the "**Board of Directors**") and the Pricing Committee, duly appointed by the Board of Directors of the Company, in connection with the authorization, issuance and sale of the Units, Shares, the Warrants, the Warrant Shares, the Financial Advisor Warrants and the Financial Advisor Warrant Shares. We have examined all such documents as we considered necessary to enable us to render this opinion, including, but not limited to, the Registration Statement, the Prospectus, the Agreement, the Company's Amended and Restated Certificate of Incorporation, as amended, and the Company's Amended and Restated Bylaws, as amended, certain resolutions of the Board of Directors of the Company and the Pricing Committee of the Board of Directors of the Company, corporate records, and instruments, and such laws and regulations as we have deemed necessary for purposes of rendering the opinions set forth herein.

In our examination, we have assumed: (a) the legal capacity of all natural persons; (b) the genuineness of all signatures; (c) the authenticity of all documents submitted to us as certified or photostatic copies, (d) the authenticity of the originals of such latter documents, (e) that the Shares will be issued against payment of valid consideration under applicable law, (f) that the Warrant Shares will be issued against payment of valid consideration under applicable law and (g) that the Financial Advisor Warrant Shares will be issued against payment of valid consideration under applicable law. As to any facts material to the opinions expressed herein, which were not independently established or verified, we have relied upon statements and representations of officers and other representatives of the Company and others.

Philadelphia  
 Detroit

Boston  
 Berwyn

Washington, D.C.  
 Harrisburg

Orange  
 County

Los Angeles  
 Princeton

New York  
 Silicon Valley

Pittsburgh  
 Wilmington

SITO Mobile, Ltd.  
Page 2  
July 28, 2017

We express no opinion herein as to the law of any state or jurisdiction other than the laws of the State of Delaware, including statutory provisions and all applicable provisions of the Delaware Constitution and reported judicial decisions interpreting such laws of the State of Delaware.

Based upon and subject to the foregoing, we are of the opinion that (i) following the due execution and delivery of the Units by the Company against payment therefor as set forth in the Prospectus, the Units will be valid and binding obligations of the Company; (ii) following the issuance of the Shares by the Company against payment therefor as set forth in the Agreement, the Shares will be duly and validly issued, fully paid and non-assessable; (iii) following the due execution and delivery of the Financial Advisor Warrants and the Warrants by the Company against payment therefor as set forth in the Prospectus, the Financial Advisor Warrants and the Warrants will be valid and binding obligations of the Company; and (iv) following the execution and delivery of the Financial Advisor Warrants and the Warrants by the Company against payment therefor as set forth in the Agreement and exercise of the Financial Advisor Warrants and the Warrants pursuant to their terms, receipt by the Company of the exercise price for the Financial Advisor Warrant Shares and the Warrant Shares as set forth in the Financial Advisor Warrants and the Warrants and issuance of the Financial Advisor Warrant Shares and the Warrants Shares thereunder, the Financial Advisor Warrant Shares and the Warrant Shares will be validly issued, fully paid and non-assessable.

We assume no obligation to supplement this opinion if any applicable law changes after the date hereof or if we become aware of any fact that might change the opinion expressed herein after the date hereof.

We hereby consent to the filing of this opinion as part of the Registration Statement and to the reference of our firm in the Prospectus Supplement under the caption "Legal Matters." In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act, or the rules and regulations of the Commission.

Very truly yours,

/s/ Pepper Hamilton LLP  
Pepper Hamilton LLP

Philadelphia  
Detroit

Boston  
Berwyn

Washington, D.C.  
Harrisburg

Orange  
County

Los Angeles  
Princeton

New York  
Silicon Valley

Pittsburgh  
Wilmington

**SITO Announces Closing of \$6.0 Million Registered Direct Offering**

JERSEY CITY, N.J., July 28, 2017 (GLOBE NEWSWIRE) -- SITO Mobile, Ltd. (NASDAQ:SITO), a leading mobile engagement platform ("SITO" or the "Company"), today announced the closing of its previously announced registered direct public offering of 1,200,000 shares of its common stock and warrants exercisable for up to approximately 300,000 shares of its common stock for gross proceeds of \$6.0 million (the "Offering"). The shares and warrants were sold in units, each consisting of one share of common stock and a warrant to purchase 0.25 of one share of common stock at an exercise price of \$6.25 per share of common stock. The units were sold at an offering price of \$5.00 per unit. Lake Street Capital Markets acted as the Company's financial advisor for the Offering and received warrants to purchase up to an aggregate of 20,000 shares of common stock at an exercise price of \$6.25 per share of common stock as partial compensation for its services in connection with the Offering.

The securities described above were offered directly to the investors without a placement agent or underwriter.

The net proceeds of the Offering will be used to repay the entire principal amount outstanding, together with accrued and unpaid interest, under the senior secured note issued pursuant to that certain Revenue Sharing and Note Purchase Agreement, dated October 3, 2014.

The securities described above were offered by the Company pursuant to a shelf registration statement (File No. 333-213221) previously filed with and subsequently declared effective by the Securities and Exchange Commission (the "SEC") and a prospectus supplement. Copies of the prospectus supplement and the accompanying base prospectus relating to the Offering may be obtained by accessing the SEC's website at <http://www.sec.gov>.

**About SITO Mobile, Ltd.**

SITO Mobile is transforming the manner in which brands connect with consumers in the real world by developing a mobile engagement platform that drives awareness, loyalty, and ultimately sales. In an increasingly mobile-first culture, SITO Mobile delivers proven location-based advertising solutions to Fortune 500 brands and agencies. Through innovation, the company uses proprietary data to build cutting edge, in-house technology, arming clients with the best resources for successful campaigns. Using in-store targeting, proximity targeting, geo-conquesting and attribution data, the platform creates audience profiles to develop measurable hyper-targeted campaigns for brands. SITO's real-time location-based marketing technology gives us the unique advantage of understanding and shaping the future of retail and consumer behavior.

For more information, visit [www.sitomobile.com](http://www.sitomobile.com).

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## Cautionary Statement Regarding Certain Forward-Looking Information

To the extent any statements made in this press release deal with information that is not historical, these are forward-looking statements under the Private Securities Litigation Reform Act of 1995. Forward-looking statements by their nature address matters that are, to different degrees, uncertain. Uncertainties and risks may cause SITO's actual results to be materially different than those expressed in or implied by SITO's forward-looking statements. Factors that may cause actual results to differ materially from current expectations include, among other things, those listed under "Risk Factors" in our Annual Report on Form 10-K and the reports we file with the SEC. Actual events or results may vary significantly from those implied or projected by the forward-looking statements due to these risk factors. No forward-looking statement is a guarantee of future performance. You should read our Annual Report on Form 10-K and the documents that we reference in our Annual Report on Form 10-K and have filed as exhibits thereto with the Securities and Exchange Commission, or the SEC, with the understanding that our actual future results and circumstances may be materially different from what we expect. Forward-looking statements are made based on management's beliefs, estimates and opinions on the date the statements are made and we undertake no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as may be required by applicable law. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, levels of activity, performance or achievements.

### Contacts:

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Source: SITO Mobile, Ltd.

Released July 28, 2017

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