
**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): August 1, 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.

Item 7.01 Regulation FD Disclosure.

On August 1, 2017, directors constituting a majority of the board of directors of SITO Mobile, Ltd. (the “Company”) delivered a letter (the “August 1 Letter”) to two of the Company’s directors, Mr. Thomas Thekkethala and Mr. Matthew Stecker, in response to a letter they received from Mr. Thekkethala and Mr. Stecker on July 28, 2017. A copy of the August 1 Letter is attached hereto as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 is being furnished for informational purposes only and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended.

Item 8.01 Other Events.

On August 1, 2017, the Company used approximately \$4.9 million of the proceeds of its previously announced offering of common stock and warrants to prepay in full all outstanding principal, accrued and unpaid interest due through the date of repayment and termination fees payable with respect to the Company’s senior secured note issued pursuant to that certain Revenue Sharing and Note Purchase Agreement, dated October 3, 2014 by and among the Company and certain lenders and other parties thereto (the “NPA”). The Company will remain obligated to continue to make payments with respect to the Revenue Stream (as defined in the NPA) according to the terms of the NPA.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Letter dated August 1, 2017.

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: August 1, 2017

/s/ Thomas J. Pallack

Name: Thomas J. Pallack

Title: Chief Executive Officer

Exhibit Index

Exhibit No.	Description
99.1	Letter dated August 1, 2017.



August 1, 2017

Thomas Thekkethala
Matthew Stecker
SITO Mobile, Ltd.
100 Town Square Place, Suite 204
Jersey City, NJ 07310

Dear Messrs. Thekkethala and Stecker,

On July 28, 2017, you sent a letter to your fellow directors of SITO Mobile, Ltd. (the "Company"), which you also made publicly available, in which you were highly critical of the Company's Board of Directors (the "Board").

We strongly disagree with the statements in your letter. However, rather than continuing to engage on a destructive path with you and Mr. Singer, whom you have represented as the Company's largest shareholder, we have determined that it will be far more productive for our Company and all of our stockholders if both our Board and our senior management team focus on the continued creation of shareholder value. Accordingly, in lieu of responding once again to each and every false allegation you and the shareholder you represent have made recently, we will simply make the following statements, while reserving all of our legal rights and remedies:

Our Successful Equity Offering and Repayment of Indebtedness

We are extremely gratified by the investors who put their faith in our Company during our recent equity offering, which closed last week. We believe that these investors share our views about our Company's value and growth potential. We are also pleased to report that we have used the proceeds of our equity financing to repay the entire principal amount of, and all accrued and unpaid interest and fees under, the secured notes that were recently acquired by Mr. Singer's family holding company.

SEC Notification

Today, we are notifying the U.S. Securities and Exchange Commission (the "SEC") of our many concerns about the relationship between you and Mr. Singer, as well as a number of related matters, in the hope and expectation that the SEC will devote its substantial resources and determine whether it is appropriate to commence another investigation of Mr. Singer, as well as your complicity in his and his family's questionable, and possibly illegal, activities. While our management team intends to devote all of their time and attention to the continued growth of our Company, we will, naturally, be fully cooperative with the SEC.

We look forward to the fulfilling with great success the responsibilities our investors have entrusted to us at SITO Mobile and we look forward to delivering on our promises for future growth.

Mr. Brent Rosenthal, Chairman of the Board
Mr. Thomas Pallack, Chief Executive Officer and Director
Mr. Michael Durden, Director
Mr. Itzhak Fisher, Director

Cautionary Statement Regarding Certain Forward-Looking Information

To the extent any statements made in this letter 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.