
**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): September 11, 2017 (September 5, 2017)

SITO MOBILE, LTD.

(Exact name of registrant as specified in its charter)

Delaware <hr/> (State or Other Jurisdiction of Incorporation)	001-37535 <hr/> (Commission File Number)	13-4122844 <hr/> (IRS Employer Identification No.)
The Newport Corporate Center, 100 Town Square Place, Suite 204, Jersey City, NJ <hr/> (Address of Principal Executive Offices)		07310 <hr/> (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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

(b)

On September 5, 2017, each of Mr. Matthew Stecker and Mr. Thomas Thekkethala informed SITO Mobile, Ltd. (the “Company”) of their intent to resign from the Board of Directors of the Company (the “Board”), effective September 6, 2017. Each of Mr. Stecker’s and Mr. Thekkethala’s decision to resign did not involve any disagreement between such directors and the Company, the Company’s management, or the Board. The Board has filled the vacancies created by such directors’ resignations as described below.

(d)

On September 7, 2017, per the recommendation of its Nominating and Corporate Governance Committee, the Board elected Ms. Karen Seminara Patton and Mr. Steven Bornstein to serve as directors of the Company, effective immediately. Each of Ms. Seminara and Mr. Bornstein will serve as a director until the next election of directors at the Company’s annual meeting of shareholders, or until such director’s earlier death, resignation or removal.

Each of Ms. Seminara and Mr. Brent Rosenthal will serve as co-chairperson of the Board’s Audit Committee. Mr. Bornstein will serve as a member of the Board’s Compensation Committee.

There are no arrangements or understandings between either Ms. Seminara or Mr. Bornstein and any other person pursuant to which such person was elected as a director, and as of the date hereof, there are no transactions or proposed transactions between either Ms. Seminara or Mr. Bornstein and the Company that require disclosure pursuant to Item 404(a) of Regulation S-K (17 CFR 229.404(a)).

As a non-employee director, each of Ms. Seminara and Mr. Bornstein will receive compensation in the same manner as the Company’s other non-employee directors of the Company, pro rated to reflect their date of appointment relative to the election of the other members of the Board, including (i) an annual cash retainer of \$37,500, (ii) an annual grant of restricted stock units with a grant date fair value of \$37,500, vesting at the Company’s next annual meeting of shareholders and (ii) a one-time grant of restricted stock units with a grant date fair value of \$37,500, vesting in two equal installments on June 1, 2018 and June 1, 2019. In addition, Ms. Seminara will receive an annual cash retainer of \$18,750 for her service as co-chairperson of the Audit Committee. Mr. Rosenthal will not receive any additional compensation for his service as co-chairperson of the Audit Committee.

Item 7.01 Regulation FD Disclosure.

On September 11, 2017, the Company issued a press release regarding the changes to the Board described above, which is filed as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number

99.1 [Press Release, dated September 11, 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: September 11, 2017

/s/ Mark Del Priore

Name: Mark Del Priore

Title: Chief Financial Officer

Exhibit Index

Exhibit Number

99.1 [Press Release, dated September 11, 2017](#)

**SITO Appoints Former CEO of ESPN and NFL Network Steve Bornstein and
Nickelodeon Group CFO Karen Seminara to Its Board of Directors**

*Industry Veterans Bring a Wealth of Executive Experience and Proven Success Across
Media, Technology and Finance*

JERSEY CITY, N.J., September 11, 2017 (GLOBE NEWSWIRE) -- SITO Mobile Ltd. (NASDAQ: ("SITO")), an insights-driven consumer behavior and location sciences company, today announced the appointment of two new members to its Board of Directors, Steve Bornstein and Karen Seminara. Each brings invaluable expertise to SITO, having held influential leadership positions at leading global sports and entertainment organizations. As board members, they are committed to advising SITO as the company develops innovative, research-driven solutions for Fortune 500 brands and agencies.

Mr. Bornstein brings unique executive leadership guidance to SITO's board, as he has leveraged his experiences to transform the sports media industry and build notable, global brands in that sector. He previously served as CEO for ESPN, where he spent nearly two decades shaping the network into a global media property. Bornstein also previously served as the President of ABC Inc., President of ABC Sports and later CEO of NFL Network, where he launched the network and managed the NFL's media and sponsorship assets. Currently, he serves as the Board Chair for the V Foundation for Cancer Research.

"SITO is defining the consumer behavior and location sciences space and is positioned to become a leader in the industry as it uses data to help brands drive decisions that impact growth," said Steve Bornstein, former CEO of ESPN and NFL Network. "I am pleased to have the opportunity to collaborate across the organization."

A seasoned finance executive, Ms. Seminara has a proven track record in delivering financial results, forging industry partnerships, developing talent and leading corporate evolution. Currently, as CFO for the Nickelodeon Group, she partners with operating teams to innovate and deliver on growth initiatives. Previously, she served as CFO of Bravo at NBC Universal, where she led the finance function for the cable entertainment network and generated significant annual profit and cash growth.

"SITO is pioneering the development of groundbreaking, insights-driven solutions for media and marketers," said Karen Seminara, Chief Financial Officer, Nickelodeon Group. "I am excited to contribute to SITO's evolution and future success."

"I am delighted to welcome Karen and Steve to the board," said Brent Rosenthal, Chairman of SITO's Board of Directors. "They bring a powerful mix of skills and experience necessary to help us deliver value to clients and shareholders."

“We are honored to have Karen and Steve join our Board of Directors,” said Tom Pallack, Chief Executive Officer of SITO. “They will play an important role in helping us deliver compelling solutions that allow marketers to garner a deeper understanding of consumers.”

SITO’s Board of Directors will remain at six members in total. Matthew Stecker and Thomas Thekkethala are stepping down from SITO’s Board of Directors, effective immediately.

About SITO Mobile, Ltd.

Through Consumer Behavior and Location Sciences, SITO develops customized, data-driven solutions for brands spanning strategic insights and media. The platform reveals a deeper and more meaningful understanding of customer interests, actions and experiences providing increased clarity for clients when it comes to navigating business decisions. The company is home to the most complete, internally developed location-data technology stack in the market, arming clients with a powerful resource for not only granular data, but also real-time insights and delivery of successful media 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 technology gives clients the unique advantage of understanding and shaping the future of retail and consumer behavior. For more information, visit www.sitomobile.com.

Cautionary Statement Regarding Certain Forward-Looking Information This press release contains forward-looking statements. These statements are based on our management’s beliefs and assumptions and on information currently available to our management. Forward-looking statements include statements concerning the following: SITO’s plans and initiatives; our possible or assumed future results of operations; our ability to attract and retain customers; our ability to sell additional products and services to customers; our competitive position; our industry environment; and our potential growth opportunities. You should not place undue reliance on forward-looking statements, because they involve known and unknown risks, uncertainties and other factors, which are, in some cases, beyond our control and which could materially affect results. 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.

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