

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 21, 2019

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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	SITO	The Nasdaq Capital Market

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On August 21, 2019, SITO Mobile, Ltd. (the “Company”) received a written notification (the “Notice”) from the Listing Qualifications Staff of the Nasdaq Stock Market LLC (“Nasdaq”) notifying the Company that the Company is not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Periodic Report Requirement”) because it has not yet filed its Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2019 (the “Filing”). The deficiency letter does not result in the immediate delisting of the Company’s common stock from Nasdaq Capital Market.

Under the Nasdaq Listing Rules, the Company has a period of 60 calendar days from the date of the Notice, or until October 21, 2019 (the “Compliance Date”), to regain compliance with the Periodic Report Requirement. The Company is required to submit to Nasdaq a plan to regain compliance. If Nasdaq accepts the Company’s plan, the Company may be eligible for a second 180 calendar day period from the Filing’s due date, or until February 17, 2020. Any subsequent periodic filing that is due within the 180-day exception period must be filed no later than the end of the period. If Nasdaq does not accept the Company’s plan, the Company may appeal Nasdaq’s determination to delist its securities, but there can be no assurance that Nasdaq would grant the Company’s request for continued listing.

The Company expects to make the Filing in the near future. However, there can be no assurance that Nasdaq will accept the Company’s compliance plan, that the Company will be able to regain compliance with the Periodic Report Requirement, or will otherwise be in compliance with other Nasdaq Listing Rules.

Item 7.01. Regulation FD Disclosure.

On August 23, 2019, the Company issued a press release regarding the matters discussed in Item 3.01, a copy of which is attached hereto as Exhibit 99.1.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is furnished pursuant to the rules and regulation of the SEC and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
99.1	Press Release of SITO Mobile, Ltd. dated August 23, 2019

SIGNATURES

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 26, 2019

/s/ Thomas J. Pallack

Name: Thomas J. Pallack

Title: Chief Executive Officer



**SITO Mobile Announces Receipt of a NASDAQ Notice of Deficiency
in Compliance with Certain Listing Rules**

JERSEY CITY, N.J., August 23, 2019 -- SITO Mobile Ltd. (NASDAQ: SITO) (“SITO” or the “Company”) an insights-driven Consumer Behavior and Location Sciences™ company, has received a notification letter from the Listing Qualifications Department of The NASDAQ Stock Market LLC (“NASDAQ”) dated August 21, 2019 indicating that the Company no longer meets the continued listing requirement related to the timely filing of its Form 10-Q for the period ended June 30, 2019 (the “Filing”).

As a result of a delay in completing its Quarterly Report on Form 10-Q, the Company no longer complies with the Listing Rules (the “Rules”) for continued listing. Under NASDAQ Rules, the Company now has 60 calendar days to submit a plan to regain compliance and if the NASDAQ accepts SITO’s plan, it can grant an exception of up to 180 calendar days from the Filing’s due date, or until February 17, 2020, to regain compliance.

The Company requires additional time to finalize its accounting for a revenue contract and other matters. The Company is working diligently to resolve this issue and pending conclusion of certain matters, the Company expects to file its Form 10-Q in the near future.

In addition, the Company has also received a notification letter from the Listing Qualifications Department of NASDAQ dated July 5, 2019 indicating that the Company no longer meets the continued listing requirement of maintaining a minimum bid price of \$1 per share for the NASDAQ Global Market, as set forth in the NASDAQ Listing Rule 5450(a)(1), because the closing bid price of the Company’s listed ordinary shares for the last 30 consecutive business days was below the minimum bid price requirement of \$1 per share. The Company has 180 days after the date of the NASDAQ notification to regain compliance by maintaining a minimum closing bid price of \$1 for 10 consecutive trading days. If unable to regain compliance, NASDAQ will provide the Company with written notification that its common stock is subject to delisting. If, at the conclusion of the 180-day periods, the Company has not achieved compliance, it may appeal NASDAQ’s determination to delist its securities. The Company notes that it may resolve the issue identified by approving a reverse stock split, which would require approvals of the Company’s Board of Directors and Shareholders. No assurance can be given that the Board of Directors and/or Shareholders would be in favor of and approve a reverse stock split.

If the Company does not regain compliance with the minimum bid price requirement by the expiry of the Compliance Period, NASDAQ may, at its discretion, grant an additional 180 days in order for the Company to regain compliance with the minimum bid price requirement if the Company (i) meets the continued listing requirement for MVPHS and all other initial listing standards for the NASDAQ Capital Market with the exception of the bid price requirement and (ii) provides written notice of its intention to cure the deficiency during the second 180-day compliance period by effecting a reverse share split if necessary.

In the event the Company does not regain compliance prior to the expiration of the Compliance Period or does not qualify for the second compliance period in respect of Rule 5450(a)(1), the Company will receive written notification that its securities are subject to delisting from the NASDAQ Global Market. At that time, the Company may appeal the delisting determination to a Hearing's Panel of NASDAQ.

About SITO Mobile, Ltd.

SITO turns the consumer journey into a powerful instrument for marketers, delivering actionable insights that influence behavior in real-time. Through Consumer Behavior and Location Sciences™, SITO develops customized, data-driven solutions for brands spanning strategic insights and media. Our science and products reveal a deeper, real-time understanding of customer interests, actions and experiences providing increased clarity for brands when it comes to navigating business decisions and delivering advertising. The Company is home to an internally developed, proprietary location-data technology stack, arming clients with a powerful resource for granular data, real-time insights and optimization, and delivery of successful media campaigns. Using in-store targeting, proximity targeting, geo-conquesting and attribution data, SITO creates audience profiles to develop measurable hyper-targeted campaigns for brands. For more information regarding SITO's science, technology and customized solutions spanning media and research, 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, for the year ended December 31, 2018, our Quarterly Report on Form 10-Q for the quarter ended March 31, 2019, 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, our Quarterly Report on Form 10-Q and the documents that we reference in our Annual Report on Form 10-K, our Quarterly Report on Form 10-Q 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.

Contact:

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Source: SITO Mobile, Ltd.
