

StarTek, Inc.
Form 8-K
March 16, 2018

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): March 15, 2018

StarTek, Inc.
(Exact name of registrant as specified in charter)

| | | |
|--|--------------------------|--------------------------------------|
| Delaware | 1-12793 | 84-1370538 |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

8200 E. Maplewood Ave., Suite 100
Greenwood Village, CO 80111
(Address of Principal Executive Offices) (Zip Code)

(303) 262-4500
(Registrant's telephone number, including area code)

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 (see General Instruction A.2. below):

- 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))

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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 Arrangements of Certain Officers.

On March 15, 2018, Mr. Arnaud Ajdler notified StarTek, Inc. (the “Company”) that he will resign as a member of the Company’s board of directors, effective immediately. Mr. Ajdler was a member of the Governance and Nominating Committee and the Compensation Committee of the Company’s board of directors.

Mr. Ajdler’s resignation was not due to any disagreement with the Company or the Company’s management. In connection with his resignation, Mr. Ajdler sent the following email to the Company’s board of directors:

“Dear Board members:

After almost three years on the Board and following the announcement of the merger between Startek and Aegis, I have decided it is the right time for me to step down and relinquish my duties as a member of the Board in order to focus on my other commitments and responsibilities at Engine Capital. I have truly enjoyed working with each of you. I am particularly grateful for all the accomplishments Chad and his management team have made over the last few years - growing and diversifying the business, and increasing its profitability. This merger with Aegis (which I am very excited about) is the next logical step for Startek as it further diversifies the business and puts it on a path of sustainable and profitable growth.

Regards,

Arnaud”

Additional Information about the Transactions and Where to Find It

This communication is being made in respect of the transactions between the Company, Aegis, and the Aegis Stockholder and the related issuance of the Common Stock described herein. The Company intends to file the proxy statement with the SEC for the stockholder meeting that will include a proposal relating to the StarTek Voting Proposal and the StarTek Charter Amendment. This communication does not constitute a solicitation of any vote or proxy from any of the Company’s stockholders. Investors are urged to read the proxy statement carefully and in its entirety when it becomes available and any other relevant documents or materials filed or to be filed with the SEC or incorporated by reference in the proxy statement, because they will contain important information about the transactions between the Company, Aegis and the Aegis Stockholder, the issuance of Common Stock and the proposals relating to stockholder approval of the StarTek Voting Proposal and the StarTek Charter Amendment. The proxy statement will be mailed to the Company’s stockholders. In addition, the Proxy Statement and other documents will be available free of charge at the SEC’s internet website, www.sec.gov. When available, the proxy statement and other pertinent documents may also be obtained free of charge at the Investor Relations section of the Company’s website, www.startek.com, or by directing a written request to StarTek Investor Relations, 8200 E. Maplewood Ave., Suite 100, Greenwood Village, Colorado 80111 or at tel: (303) 262-4500 or email: investor@startek.com.

Participants in the Solicitation

The Company and its directors, executive officers and other members of management and employees may be deemed to be participants in the solicitation of proxies from the Company’s stockholders in connection with the proposed transaction. Information about the Company’s directors and executive officers is included in the Company’s Annual Report on Form 10-K for the year ended December 31, 2017, which was filed with the SEC on March 16, 2018, its proxy statement for its 2017 annual meeting of shareholders, which was filed with the SEC on March 29, 2017, its Quarterly Report on Form 10-Q for the quarter ended September 30, 2017, which was filed with the SEC on

November 8, 2017, and in other documents filed with the SEC by the Company and its officers and directors.

Cautionary Note on Forward-Looking Statements

Any statements in this Current Report on Form 8-K about future expectations, plans and prospects for the Company, including statements about the expected timing, consummation and benefits of the strategic transactions described herein, future management of the Company, approval of the transactions by the Company's stockholders, the ability of the parties to satisfy other closing conditions, the Company's strategy and future operations and other statements containing the words "anticipate," "believe," "estimate," "expect," "intend," "may," "plan," "predict," "project," "target," "potentially," "would," "could," "should," "continue," and similar expressions, constitute forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended.

These risks and uncertainties include, but are not limited to: failure to obtain the required vote of the Company's stockholders; the timing to consummate the proposed transaction; the risk that a condition to closing of the proposed transaction may not be satisfied or that the closing of the proposed transaction might otherwise not occur; the risk that a regulatory approval that may be required for the proposed transaction is not obtained or is obtained subject to conditions that are not anticipated; the diversion of management time on transaction-related issues; and risk that the transaction and its announcement could have an adverse effect on the Company's ability to retain customers and retain and hire key personnel. Additional information concerning these and other risk factors can be found in the Company's filings with the SEC and available through the SEC's Electronic Data Gathering and Analysis Retrieval system at <http://www.sec.gov>, including the Company's most recent Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. The foregoing list of important factors is not exclusive. The Company's forward-looking statements are based on assumptions that the Company believes to be reasonable but that may not prove to be accurate. The Company assumes no obligation to update or revise any forward-looking statements as a result of new information, future events or otherwise, except as may be required by law. Readers are cautioned not to place undue reliance on these forward-looking statements that speak only as of the date hereof.

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 hereunto duly authorized.

STARTEK, INC.

Date: March 16, 2018 By: /s/ Don Norsworthy

Don Norsworthy

Senior Vice President, Chief Financial Officer and Treasurer