

LIME ENERGY CO.  
Form 8-K  
December 31, 2013

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

(Date of earliest event reported): **December 30, 2013**

**LIME ENERGY CO.**

(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction of  
incorporation or organization)

**001-16265**  
(Commission File #)

**36-4197337**  
(IRS Employer Identification No.)

**16810 Kenton Drive, Suite 240, Huntersville North Carolina 28078**

(Address of principal executive offices)

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**(704) 892-4442**

(Registrant's telephone number, including area code)

**Not Applicable**

(Former name or former address, if changed since last report)

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))
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The description of the transaction contemplated thereby is not intended to be complete and is qualified in its entirety by the complete text of the Certificate of Designation for the Series B Preferred Stock, the

Purchase Agreement and the Warrants, copies of which are attached as exhibits 3.1, 10.1, and 4.1, respectively, and are incorporated herein by reference.

**Item 2.03** **Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information contained in Item 1.01 of this Form 8-K is incorporated by reference herein.

**Item 3.02** **Unregistered Sales of Equity Securities.**

As described in more detail in Item 1.01 above, on December 30, 2013, the Company entered into a Preferred Stock and Warrant Purchase Agreement with a group of investors including Mr. Richard Kiphart, the Company's Chairman and largest individual stockholder, pursuant to which the Investors purchased an aggregate of 400,000 Preferred Shares at a per share price of \$10.00. The Preferred Shares and any dividends the Company elects to pay in additional Preferred Shares are convertible into common stock of the Company for \$2.83, subject to adjustment, per share at any time, following common stockholder approval, at the Investor's election. In addition, as part of the transaction, the Company issued the Investors five-year warrants to purchase an aggregate of 565,372 shares of its common stock at \$2.83 per share.

All of the Investors are accredited investors as defined in Rule 501 of Regulation D promulgated under the Securities Act of 1933, as amended (the Act). The offer and sale of the securities described above were made in reliance upon an exemption from the registration requirements pursuant to Section 4(2) under the Act, and Regulation D promulgated thereunder. There was no general solicitation or advertising with respect to this sale of equity securities, and the Investors provided written representations of an intent to acquire the securities for investment only and not with a view to or for sale in connection with any distribution of the securities. Appropriate legends will be affixed by the Company to each of the share and warrant certificates that have been or will be issued.

Additional information regarding the transaction is incorporated herein by reference to Item 1.01. Entry into a Material Definitive Agreement of this Current Report on Form 8-K.

**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year..**

In connection with the transaction described in Item 1.01 above, on December 30, 2013, the Company filed a Certificate of Designation with the Delaware Secretary of State, which certificate designated 1,000,000 shares of the Company's authorized preferred stock as Series B Preferred Stock. The description of the Series B Preferred Stock set forth in Item 1.01 above is incorporated by reference herein.

**Item 9.01** **Financial Statements and Exhibits.**

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Exhibits

3.1 Certificate of Designation of Series B Preferred Stock

4.1 Form of Warrant to Purchase Common Stock dated December 30, 2013

10.1 Preferred Stock Purchase and Warrant Purchase Agreement dated December 30, 2013

**Cautionary Note Regarding Forward-Looking Statements**

This current report on Form 8-K includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933 and Section 21E of the Exchange Act of 1934. Forward-looking statements are subject to known and unknown risks and uncertainties, many of which may be beyond our control. We caution you that the forward-looking information presented in this current report is not a guarantee of future events, and that actual events and results may differ materially from those made in or suggested by the forward-looking information contained in this current report. In addition, forward-looking statements generally can be identified by the use of forward-looking terminology such as may, plan, will, expect, intend, estimate, anticipate, believe or continue or the negative thereof or variations thereon or similar terminology. A number of important factors could cause actual events and results to differ materially from those contained in or implied by the forward-looking statements, including those factors discussed in our Annual Report on Form 10-K, filed on July 31, 2013 with the SEC, which can be found at the SEC's website [www.sec.gov](http://www.sec.gov), each of which is specifically incorporated into this current report. Any forward-looking information presented herein is made only as of the date of this current report, and we do not undertake any obligation to update or revise any forward-looking information to reflect changes in assumptions, the occurrence of unanticipated events, or otherwise.

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LIME ENERGY CO.:

Dated: December 31, 2013

By:

/s/ Jeffrey Mistarz  
Jeffrey Mistarz, Executive Vice President  
Chief Financial Officer & Treasurer