

Global Water Resources, Inc.  
Form 8-K  
May 10, 2018

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): May 9, 2018

GLOBAL WATER RESOURCES, INC.  
(Exact name of registrant as specified in its charter)

Delaware                                      001-37756      90-0632193  
(State of other jurisdiction   (Commission   (IRS Employer  
of incorporation)                      File Number)   Identification No.)  
21410 N. 19th Avenue #220, Phoenix, Arizona, 85027  
(Address of principal executive offices, including zip code)  
Registrant's telephone number, including area code: (480) 360-7775  
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 (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))  
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 2.02 Results of Operations and Financial Condition.

On May 9, 2018, Global Water Resources, Inc. (the “Company”) issued a press release announcing its financial results for the quarter ended March 31, 2018. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated by reference herein. The information disclosed under this Item 2.02, including Exhibit 99.1 hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Description

99.1 Press release of Global Water Resources, Inc., dated May 9, 2018

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## 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.

GLOBAL WATER RESOURCES, INC.

Date: May 9, 2018 /s/ Michael J. Liebman  
Michael J. Liebman  
Chief Financial Officer

the outstanding voting stock which is not owned by the "interested stockholder." A "business combination" includes mergers, stock or asset sales and other transactions resulting in a financial benefit to the "interested stockholders." An "interested stockholder" is a person who, together with affiliates and associates, owns (or within three years, did own) 15% or more of the corporation's voting stock. Although Section 203 permits us to elect not to be governed by its provisions, we have not made this election. As a result of the application of Section 203, potential acquirers of Geron may be discouraged from attempting to effect an acquisition transaction with us, thereby possibly depriving holders of our securities of certain opportunities to sell or otherwise dispose of such securities at above-market prices pursuant to such transactions. 29 VALIDITY OF SECURITIES Latham & Watkins, Mento Park, California, will pass on the validity of the issuance of all securities offered by this prospectus. If the securities are underwritten, the applicable prospectus supplement will also set forth whether and to what extent, if any, a law firm for the underwriters will pass upon the validity of the shares. EXPERTS The consolidated financial statements of Geron Corporation appearing in Geron Corporation's Annual Report (Form 10-K) for the year ended December 31, 2000 have been audited by Ernst & Young LLP, independent auditors, as set forth in their report thereon included therein and incorporated herein by reference. Such consolidated financial statements are incorporated herein by reference in reliance upon such report given on the authority of such firm as experts in accounting and auditing. LIMITATION ON LIABILITY AND DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES Our bylaws provide for indemnification of our directors and officers to the fullest extent permitted by law. Insofar as indemnification for liabilities under the Securities Act may be permitted to directors, officers or controlling persons of the Company pursuant to the Company's Certificate of Incorporation, as amended, bylaws and the Delaware General Corporation Law, the Company has been informed that in the opinion of the Commission such indemnification is against public policy as expressed in such Act and is therefore unenforceable. 30 WHERE YOU CAN FIND MORE INFORMATION We file annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any document we file at the SEC's public reference room located at 450 Fifth Street, N.W., Washington, D.C. 20549. Please call the SEC at 1-800-SEC-0330 for further information on the public reference room. Our SEC filings are also available to the public at the SEC's web site at <http://www.sec.gov>. You may also inspect copies of these materials and other information about us at the offices of the Nasdaq Stock Market, Inc., National Market System, 1735 K Street, N.W., Washington, D.C. 20006-1500. The SEC allows us to "incorporate by reference" the information we file with them which means that we can disclose important information to you by referring you to those documents instead of having to repeat the information in this prospectus. The information incorporated by reference is considered to be part of this prospectus, and later information that we file with the SEC will automatically update and supersede this information. We incorporate by reference the documents listed below and any future filings made with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Securities Exchange Act of 1934 between the date of this prospectus and the termination of the offering: o Our annual report on Form 10-K for the fiscal year ended December 31, 2000; o Our definitive proxy statement filed pursuant to Section 14 of the Exchange Act in connection with our 2001 Annual Meeting of Stockholders; o Our current reports on Form 8-K filed January 31, 2001, July 23, 2001, August 22, 2001, November 5, 2001, November 14, 2001, and January 18, 2002; o Our Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2001, June 30, 2001 and September 30, 2001;

and o The description of our common stock set forth in our registration statement on Form 8-A, filed with the Commission on June 13, 1996 (File No. 0-20859). This prospectus is part of a registration statement on Form S-3 we have filed with the SEC under the Securities Act. This prospectus does not contain all of the information in the registration statement. We have omitted certain parts of the registration statement, as permitted by the rules and regulations of the SEC. You may inspect and copy the registration statement, including exhibits, at the SEC's public reference room or internet site. Our statements in this prospectus about the contents of any contract or other document are not necessarily complete. You should refer to the copy of each contract or other document we have filed as an exhibit to the registration statement for complete information. We will furnish without charge to you, on written or oral request, a copy of any or all of the documents incorporated by reference, including exhibits to these documents. You should direct any requests for documents to David L. Greenwood, Chief Financial Officer, Geron Corporation, 230 Constitution Drive, Menlo Park, California 94025, telephone: (650) 473-7700. 31

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\$150,000,000 GERON CORPORATION Debt Securities, Common Stock, Preferred Stock and Warrants  
PROSPECTUS \_\_\_\_\_, 2002 You should rely only on the information contained or incorporated by  
reference in this prospectus. We have not authorized anyone to provide you with different information. You should  
not assume that the information contained or incorporated by reference in this prospectus is accurate as of any date  
other than the date of this prospectus. We are not making an offer of these securities in any state where the offer is not  
permitted. ----- PART II INFORMATION NOT

REQUIRED IN THE PROSPECTUS Item 14. Other Expenses of Issuance and Distribution. The following sets forth  
the costs and expenses, all of which shall be borne by the Registrant, in connection with the offering of the securities  
pursuant to this Registration Statement: Registration Fee \$ 13,800 Accounting Fees and Expenses \$ 50,000 \* Legal  
Fees and Expenses \$ 75,000 \* Printing Expenses \$ 45,000 \* Blue Sky Fees and Expenses \$ 25,000 \* Registrar and  
Transfer Agent \$ 10,000 \* Miscellaneous \$ 5,000 \* Total \$ 223,800 \* ===== \* Estimated Item 15.

Indemnification of Directors and Officers. Section 145 of the Delaware General Corporation Law allows for the  
indemnification of officers, directors, and other corporate agents in terms sufficiently broad to indemnify these  
persons for liabilities (including reimbursement for expenses incurred) arising under the Securities Act. The  
registrant's certificate of incorporation and bylaws provide for indemnification of the registrant's directors, officers,  
employees and other agents to the extent and under the circumstances permitted by the Delaware General Corporation  
Law. The registrant has also entered into agreements with its directors and officers that will require the registrant,  
among other things, to indemnify them against liabilities that may arise by reason of their status or service as directors  
to the fullest extent not prohibited by law. In addition, the registrant carries director and officer liability insurance.

Item 16. Exhibits 1.1(1) Form of Underwriting Agreement between the Company and the Representatives 1.2(1) Form  
of Debt Underwriting Agreement 4.1 Form of Indenture 4.2(1) Form of Warrant Agreement 5.1(1) Opinion of Latham  
& Watkins regarding the validity of the securities being registered 12.1 Calculation of Ratio of Earnings to Fixed  
Charges 23.1 Consent of Ernst & Young LLP, Independent Auditors 23.2 Consent of Latham & Watkins (included in  
Exhibit 5.1) 24.1 Power of Attorney (included on the signature page hereto) 25.1(1) Statement of Eligibility of Trustee

----- (1) To be filed by amendment or incorporated by reference in connection with the offering of the applicable  
offered securities. Item 17. Undertakings (a) Insofar as indemnification for liabilities arising under the Securities Act  
of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing  
provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange  
Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In  
the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses  
incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action,  
suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being  
registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent,  
submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as  
expressed in the Act and will be governed by the final adjudication of such issue. (b) The undersigned Registrant  
hereby undertakes that: (1) To file, during any period in which offers or sales are being made, a post-effective  
amendment to this registration statement: (i) To include any prospectus required by Section 10(a)(3) of the Securities  
Act of 1933; (ii) To reflect in the prospectus any facts or events arising after the effective date of the registration  
statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a

fundamental change in the information set forth in this registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering price may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and (iii) To include any material information with respect to the plan of distribution not previously disclosed in this registration statement or any material change to such information in this registration statement; Provided, however, that subparagraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in the periodic reports filed by the Registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in this registration statement. (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered herein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering. (c) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. (d) The undersigned Registrant hereby further undertakes that: (1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance under Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4), or 497(h) under the Securities Act of 1933 shall be deemed to be part of this registration statement as of the time it was declared effective. (2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. II-2 (e) If and when applicable, the undersigned Registrant, hereby further undertakes to file an application for the purpose of determining the eligibility of the Trustee to act under subsection (a) of Section 310 of the Trust Indenture Act in accordance with the rules and regulations prescribed by the Commission under Section 305(b)(2) of the Act. II-3 SIGNATURES Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Menlo Park, State of California, on January 29, 2002. GERON CORPORATION By: /s/ Thomas B. Okarma  
----- Thomas B. Okarma President and Chief Executive Officer POWER OF ATTORNEY  
KNOW ALL BY THESE PERSONS PRESENT, that the persons whose signatures appear below do hereby constitute and appoint Thomas B. Okarma and David L. Greenwood, or either of them, our true and lawful attorneys-in-fact and agents, with full power of substitution and resolution, each with full power to sign for us or any of us in our names and in any and all capacities, any and all amendments (including post-effective amendments) to this Registration Statement, or any related registration statement that is to be effective upon filing pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto and other documents required in connection therewith with the Securities and Exchange Commission and hereby grant unto said attorneys-in-fact and each of them, Full Power to do any and all acts in our names and in any attorneys-in-fact and agents, or either of them, may deem necessary or advisable to enable Geron Corporation to comply with the Securities Act of 1933, as amended, and any rules, regulations and requirements of the Securities and Exchange Commission, in connection with this Registration Statement, and do ratify and confirm all that each of said attorneys-in-fact, or either of them, or his or her substitute or substitutes, shall do or cause to be done by virtue thereof. Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated. Signature Title Date ----- /s/ Thomas B. Okarma Chief Executive Officer, January 29, 2002 ----- President and Director Thomas B. Okarma (principal executive officer) /s/ David L.

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Greenwood Senior Vice President and January 29, 2002 ----- Chief Financial Officer David L. Greenwood (principal financial and accounting officer) /s/ Alexander E. Barkas Director January 29, 2002  
----- Alexander E. Barkas, Ph.D. /s/ Edward V. Fritzky Director January 29, 2002  
----- Edward V. Fritzky /s/ Thomas D. Kiley Director January 29, 2002  
----- Thomas D. Kiley /s/ Robert B. Stein Director January 29, 2002 -----  
Robert B. Stein /s/ John P. Walker Director January 29, 2002 ----- John P. Walker II-4 /s/  
Patrick J. Zenner Director January 29, 2002 ----- Patrick J. Zenner II-5 EXHIBIT INDEX 1.1(1)  
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