

JOINT Corp
Form 8-K
April 22, 2015

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): April 14, 2015

THE JOINT CORP.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|---|
| Delaware | 001-36724 | 90-0544160 |
| (State or other juris- diction of incorporation) | (Commission file number) | (IRS employer identification number) |

16767 N. Perimeter Drive, Suite 240

Scottsdale, AZ 85260

(Address of principal executive offices)

Registrant's telephone number, including area code:

(480) 245-5960

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligations 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))

Item 2.01 Completion of Acquisition or Disposition of Assets

1. The Joint Chiropractic Bell Towne, LLC

On April 14, 2015, the Company entered into an agreement for and completed its repurchase of the franchise operated by The Joint Chiropractic Bell Towne, LLC.

The Transaction (the “Moon Valley Transaction”) was accomplished pursuant to an Asset and Franchise Purchase Agreement (the “Purchase Agreement”) between the Company and The Joint Chiropractic Bell Towne, LLC (the “Seller”) and Marla R. Allan and Marc W. Payson. The Seller was a franchisee under a franchise agreement with the Company. The transaction involved the repurchase of a developed franchise from the Seller. The Company intends to operate the clinic opened under the developed franchise as a Company-owned clinic.

The total consideration for the Moon Valley Transaction was approximately \$335,000, subject to adjustment for certain prorations, and was funded from the proceeds of the Company’s recent initial public offering.

The foregoing description of the Moon Valley Transaction does not purport to be complete and is qualified in its entirety by reference to the full text of the Purchase Agreement, a copy of which is filed as Exhibit 2.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

The financial information required by this item, if any, with respect to the Transactions will be filed as soon as practicable and in any event within the timeframe required by Form 8-K.

(b) Pro Forma Financial Information

The pro forma financial information required by this item, if any, with respect to the Transactions will be filed as soon as practicable and in any event within the timeframe required by Form 8-K.

(d) **Exhibits**

| Exhibit | Description |
|----------------|--|
| Number | |
| 2.1 | Asset and Franchise Purchase Agreement dated as of March 31, 2015 between The Joint Corp., The Joint Chiropractic Bell Towne, LLC, Marla R. Allan and Marc W. Payson |

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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 hereunto duly authorized.

Date: April 17, 2015.

The Joint Corp.

By: /s/ John B. Richards
John B. Richards
Chief Executive Officer

EXHIBIT INDEX

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|---------------------------|---|
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