

BSQUARE CORP /WA  
Form 8-K  
May 01, 2019

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 26, 2019

BSQUARE CORPORATION

(Exact name of Registrant as specified in its charter)

|                              |              |                     |
|------------------------------|--------------|---------------------|
| Washington                   | 000-27687    | 91-1650880          |
| (State or Other Jurisdiction | (Commission  | (IRS Employer       |
| of Incorporation)            | File Number) | Identification No.) |

110 110<sup>th</sup> Ave NE, Suite 300

Bellevue, WA 98004

425-519-5900

(Address and Telephone Number of Registrant's Principal Executive Offices)

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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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

Effective April 26, 2019, Scott B. Caldwell, the Vice President of Sales and Alliances of BSQUARE Corporation (the “Company”), has stepped down. Pursuant to the terms of his employment agreement and a separation and release agreement between the Company and Mr. Caldwell, Mr. Caldwell will receive severance equal to six months of his current annual base salary, paid in accordance with the Company’s regular payroll schedule, and the Company will subsidize Mr. Caldwell’s COBRA premiums for six months. In addition, Mr. Caldwell will receive accelerated vesting in full of his retention bonus comprised of an aggregate of 14,286 restricted stock units.

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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.

BSQUARE CORPORATION

Date: April 30, 2019 By: /s/ Peter J. Biere

Peter J. Biere

Chief Financial Officer, Secretary and Treasurer