

Bridgeline Digital, Inc.

Form 8-K

August 05, 2016

**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): **August 1, 2016**

**BRIDGELINE DIGITAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other  
jurisdiction of  
incorporation)

**001-33567**

(Commission  
File Number)

**52-2263942**

(IRS Employer  
Identification No.)

**80 Blanchard Road**

**Burlington, MA 01803**

(Address of principal executive offices, including zip code)

**(781) 376-5555**

(Registrant's telephone number, including area code)

(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

☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act

☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act



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

From July 15, 2016 through August 1, 2016, holders of certain convertible promissory notes (the “Notes”) issued by Bridgeline Digital, Inc. (the “Company”) in the aggregate principal amount of \$1,472,500 elected to convert their Notes into an aggregate of 1,963,325 shares of the Company’s common stock, \$0.001 par value per share (the “Common Stock”). As a result, all of the Notes have been converted into shares of the Company’s Common Stock.

The securities offered, issued and sold upon conversion of the Notes were issued without registration and are subject to restrictions under the Securities Act of 1933, as amended, and the securities laws of certain states, in reliance on Section 3(a)(9) and/or the private offering exemptions contained in Section 4(2)(a) of the Securities Act of 1933 and on Regulation D promulgated thereunder, and in reliance on similar exemptions under applicable state laws as a transaction not involving a public offering.

Effective August 2, 2016, after the issuances described above, the Company had 18,662,069 shares of Common Stock issued and outstanding.

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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.

**BRIDGELINE DIGITAL, INC.**  
(Registrant)

By: /s/ Michael D. Prinn  
Michael D. Prinn  
Executive Vice President and Chief Financial  
Officer

Date: August 5, 2016