

LADENBURG THALMANN FINANCIAL SERVICES INC.
Form 8-K
September 28, 2018

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): September 27, 2018

Ladenburg Thalmann Financial Services Inc.

(Exact name of registrant as specified in its charter)

Florida **001-15799** **65-0701248**
(State or other jurisdiction) (Commission (IRS Employer
of incorporation) File Number) Identification No.)

4400 Biscayne Boulevard, 12th Floor
33137

Miami, Florida
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(305) 572-4100**

(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))

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 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

(b) On September 27, 2018, Saul Gilinski resigned from the board of directors (the “Board”) and the Audit Committee of the Board (the “Audit Committee”) of Ladenburg Thalmann Financial Services Inc. (the “Company”). Mr. Gilinski was an independent director of the Company, and as a result of his resignation, the Company no longer complies with The NYSE American LLC (the “NYSE American”) Company Guide Sections 802(a) and 803(B)(2)(a) (the “Rules”), because the Board does not have a majority of independent directors and the Audit Committee is not comprised of at least three independent directors.

The Company has until the earlier of its next annual shareholders’ meeting or September 27, 2019 to regain compliance with the independent director and Audit Committee composition requirements contained in the Rules. The Board intends to regain compliance with such requirements prior to such deadline.

On September 28, 2018, the Company notified the NYSE American of Mr. Gilinski’s resignation.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) As described above in Item 3.01, on September 27, 2018, Saul Gilinski resigned from the Board and the Audit Committee of the Company. Mr. Gilinski did not resign due to any disagreement with the Company or its management, but rather to focus on his other business interests.

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.

September 28, 2018 LADENBURG THALMANN FINANCIAL SERVICES
INC.

By: */s/ Brett H. Kaufman*

Name: Brett H. Kaufman

Title: Senior Vice President and Chief Financial Officer

