

Rubicon Technology, Inc.
Form 8-K
January 02, 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): December 28, 2017

RUBICON TECHNOLOGY, INC.

(Exact name of registrant as specified in its charter)

Delaware **001-33834** **36-4419301**
(State or other jurisdiction **(Commission File Number)** **(I.R.S. Employer**
of incorporation) **Identification No.)**

900 East Green Street
Bensenville, Illinois **60106**
(Address of principal executive offices) **(Zip Code)**

(847) 295-7000
(Registrant’s telephone number, including area code)

N/A
(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 4.01 Change in Registrant's Certifying Accountant.

(a) Dismissal of Independent Registered Public Accounting Firm

On December 28, 2017, Rubicon Technology, Inc. (the "Company") replaced Grant Thornton LLP ("Grant") as its independent registered public accounting firm.

The decision to replace Grant as the Company's independent registered public accounting firm was the result of a process in which the Audit Committee of the Company's Board of Directors conducted a competitive review process to select the independent registered public accounting firm.

The audit reports of Grant on the consolidated financial statements of the Company for each of the two most recent fiscal years ended December 31, 2015 and December 31, 2016 did not contain an adverse opinion or a disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles.

During the Company's two most recent fiscal years ended December 31, 2015 and December 31, 2016 and during the subsequent interim period from January 1, 2017 through December 28, 2017, (i) there were no disagreements with Grant on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures that, if not resolved to Grant's satisfaction, would have caused Grant to make reference to the subject matter of the disagreement in connection with its reports and (ii) there were no "reportable events" as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided Grant with a copy of the disclosures in this report prior to filing with the Securities and Exchange Commission (the "SEC"). A copy of Grant's letter, dated December 28, 2017, to the SEC, stating whether it agrees with the statements made in this report, is filed as Exhibit 16.1 to this report.

(b) Engagement of New Independent Registered Public Accounting Firm.

On December 28, 2017, the Audit Committee of the Company's Board of Directors engaged Marcum LLP ("Marcum") as the Company's independent registered public accounting firm for the year ending December 31, 2017.

During the two most recent fiscal years ended December 31, 2015 and December 31, 2016 and during the subsequent interim period from January 1, 2017 through December 28, 2017, neither the Company nor anyone on its behalf consulted Marcum regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, and neither a written report nor oral advice was provided to the Company that Marcum concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing or financial reporting issue, or (ii) any matter that was either the subject of a "disagreement" or a "reportable event", each as defined in Regulation S-K Item 304(a)(1)(v), respectively.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Description

16.1 Letter dated December 28, 2017 from Grant Thornton LLP to the Securities and Exchange Commission.

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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.

RUBICON TECHNOLOGY,
INC.

Dated: January 2, 2018

By: /s/ Mardel A. Graffy
Name: Mardel A. Graffy
Title: Chief Financial Officer