

usell.com, Inc.
Form 8-K
July 11, 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): July 5, 2018

uSell.com, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-50494

98-0412432

(State or other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

171 Madison Avenue, 17th Floor

10016

New York, New York

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(212) 213-6805**

Former Address: N/A

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 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

On July 5, 2018 and effective July 2, 2018 (the “Effective Date”), uSell.com, Inc. (the “Company”), certain of the Company’s subsidiaries and an institutional investor entered into an amendment (the “Amendment”) to that certain Note Purchase Agreement (the “NPA”) dated January 13, 2017. Pursuant to the Amendment, the Lender agreed to extend until September 30, 2018 the forbearance of existing remedies of default under the Forbearance and Third Amendment Agreement dated May 4, 2018. Further, the Company entered into a Third Amended and Restated Secured Term Note (the “Third Note”). As consideration for entering into the Amendment, the Company agreed to pay the Lender a sum of \$187,600, which sum was added to the principal of the Third Note. The new principal as of the Third Note as of the Effective Date was \$5,547,600. The maturity date for the Third Note remains as January 13, 2020.

In addition, the Amendment amended the operating margin requirements and debt coverage ratio under the NPA. Pursuant to the Amendment, the Company agreed to defer payment of all compensation owed to Nik Raman, Scott Tepfer, and the Company’s financial consultants and lawyers until October 1, 2018, except for commission payments to Scott Tepfer.

The foregoing description of the Amendment is a summary only and is qualified in its entirety by the full text of the Amendment and the Third Note filed as Exhibits 10.1, and 10.2, respectively, to this Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

10.1 Form of Forbearance and Fourth Amendment Agreement dated July 2, 2018 *

10.2 Form of Third Amended and Restated Secured Term Note dated July 2, 2018*

*Certain schedules, appendices and exhibits to this agreement have been omitted in accordance with Item 601(b)(2) of Regulation S-K. A copy of any omitted schedule and/or exhibit will be furnished supplementally to the Securities and Exchange Commission staff upon request.

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.

USELL.COM, INC.

Date: July 11, 2018 By: /s/ Nikhil Raman
Name: Nikhil Raman
Title: Chief
Executive Officer