

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Ecoark Holdings, Inc.

Form: 8-K

Date Filed: 2017-11-08

Corporate Issuer CIK: 1437491

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): **November 8, 2017 (November 3, 2017)**

Ecoark Holdings, Inc.

(Exact Name of Registrant as Specified in Charter)

Nevada

(State or other jurisdiction
of incorporation)

000-53361

(Commission File Number)

30-0680177

(IRS Employer
Identification No.)

3333 S. Pinnacle Hills Parkway, Suite 220, Rogers AR

(Address of principal executive offices)

72758

(Zip Code)

Registrant's telephone number, including area code: (479) 259-2977

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

The Board of Directors (the “Board”) of Ecoark Holdings, Inc. (the “Company”) appointed Michael Green to serve as a member of the Board, effective on November 3, 2017. Mr. Green was appointed to fill the vacancy resulting from the previously announced voluntary resignation of Charles Rateliff.

Mr. Green will be compensated in accordance with the Company’s standard cash and equity compensation arrangements for non-employee directors. Non-employee directors receive (i) quarterly grants of unrestricted common stock valued at \$25,000, and (ii) cash payments of \$1,500 for attendance at Board meetings and \$1,000 for attendance at committee meetings.

Mr. Green, 62, retired in June 2015 as the vice president for IBM’s Strategic Services North America and continued to serve as a consultant to IBM through April 2017. Mr. Green served in several leadership roles over his 35-year career at IBM, including serving as the general manager of IBM North America’s strategic outsourcing services; vice president of healthcare and insurance for IBM global services; and vice president of strategic services for Latin America, among other roles. Mr. Green’s extensive leadership experience at IBM, including his work with IBM’s blockchain technology, are among the many attributes that uniquely qualify Mr. Green to serve as a member of the Board.

Since the beginning of the Company’s last fiscal year through the date hereof, there have been no transactions with the Company, and there are currently no proposed transactions with the Company, in which the amount involved exceeds \$120,000 and in which Mr. Green had or will have a direct or indirect material interest within the meaning of Item 404(a) of Regulation S-K. No arrangement or understanding exists between Mr. Green and any other person pursuant to which he was selected as a director of the Company.

Item 7.01 Regulation FD Disclosure.

On November 8, 2017, the Company issued a press release announcing Mr. Green’s appointment to the Board. A copy of the press release is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

The information contained in this Item 7.01, including the exhibit attached hereto and incorporated herein by reference, is being “furnished” and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth in any such filing by specific reference.

Item 9.01 Financial Statements and Exhibits.

(d)

Exhibits

The following exhibit is filed with this report:

Exhibit No.	Description
99.1	Press Release issued by Ecoark Holdings, Inc., dated November 8, 2017.

SIGNATURE

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, thereunto duly authorized.

ECOARK HOLDINGS, INC.

By: /s/ Stephen Dacus

Name: Stephen Dacus

Title: General Counsel

Dated: November 8, 2017

Michael Green Joins Ecoark Board of Directors

AgTech Company Appoints Former IBM Executive to Help Bolster Blockchain Adoption Across Produce Growers, Distributors and Retailers

Rogers, AR – November 8, 2017 – Ecoark Holdings, Inc. (“Ecoark”) (OTCQX: EARK) to be renamed Zest Technologies, Inc., today announced that former IBM executive Michael Green has joined the company’s Board of Directors. Green joins the Board after an impressive career with IBM, where he was most recently vice president for Strategic Services North America.

Green retired from IBM in 2015, with a career highlighted by several leadership roles. Green remained with IBM as a consultant until April 2017 and, most recently, was involved with IBM’s blockchain initiative. Blockchain has emerged as a key technology for Ecoark subsidiary Zest Labs, with the company recently announcing the availability of blockchain support at no additional cost for growers and shippers in the fresh food supply chain using the Zest Fresh solution.

“Michael’s experience in spearheading strategic initiatives for one of the world’s most innovative companies will be an invaluable resource for us as we launch our blockchain services,” said Randy May, CEO of Ecoark. “As we work to create true transparency around food freshness and safety factors through the integration of blockchain technology and our ZIPR Code freshness metric, Michael’s expertise will be instrumental to our mission of modernizing the fresh food supply chain.”

Green brings extensive international and general management experience from his career with IBM. Prior to heading up strategic services for IBM North America, he served as the general manager of IBM North America’s strategic outsourcing services, vice president of healthcare and insurance for IBM global services, and vice president of strategic service for Latin America, among other roles.

“I am excited to join Ecoark’s Board and lend my experience, especially as the company continues to define the post-harvest agriculture technology space and leverages blockchain,” said Green. “There is a huge market opportunity for organizations looking to improve the food supply chain, enhance agricultural efficiency and yields, and reduce post-harvest waste. Zest Labs is the only organization directly addressing this challenge.”

Green will fill the vacancy on the Board following the previously-announced voluntary resignation of Charles Rateliff.

About Ecoark Holdings Inc.

Founded in 2011, Ecoark (to be renamed Zest Technologies, Inc.) is an AgTech company modernizing the post-harvest fresh food supply chain for a wide range of organizations including growers, distributors and retailers. The company’s Zest Fresh™ solution, a breakthrough approach to quality management of post-harvest fresh food, is specifically designed to help substantially reduce the \$161 billion amount of food loss the U.S. experiences each year. Through item-level monitoring and real-time predictive analytics, Zest Fresh enables customers to improve the freshness and quality of produce, realize substantial cost savings and reduce food waste. To learn more about Zest Fresh click [here](#).

Forward Looking Statements

This release contains forward-looking statements, including, without limitation, statements concerning the business and possible or assumed future results of operations of Ecoark and its subsidiaries; and statements concerning the ability of Zest Labs’ technology to improve delivered quality consistency, significantly reduce perishable food waste, drive sustainability, and increase efficiency in the industry. Our actual results could differ materially from those anticipated in the forward-looking statements for many reasons including: access to growth capital on favorable terms; adverse economic changes affecting markets we serve; competition in our markets and industry segments; our timing and the profitability of entering new markets; greater than expected costs, customer acceptance of our products or difficulties related to our integration of the businesses we may acquire; and other risks and uncertainties as may be detailed from time to time in our public announcements and SEC filings. Although we believe the expectations reflected in the forward-looking statements are reasonable, they relate only to events as of the date on which the statements are made, and our future results, levels of activity, performance or achievements may not meet these expectations. We do not intend to update any of the forward-looking statements after the date of this document to conform these statements to actual results or to changes in our expectations, except as required by law.

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