

Section 1: 8-K (8-K)

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): April 2, 2020



Switch, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation)

001-38231

(Commission File Number)

82-1883953

(IRS Employer Identification No.)

**7135 S. Decatur Boulevard
Las Vegas, NV**

(Address of principal executive offices)

89118

(Zip Code)

(702) 444-4111

(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Class A common stock, par value \$0.001	SWCH	New York Stock Exchange

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 3.02 Unregistered Sales of Equity Securities.

On April 2, 2020, Switch, Inc. (the "Company") issued an aggregate of 7,943,329 shares of the Company's Class A common stock (the "Shares") to certain members of Switch, Ltd. (the "Operating Company") in connection with the exercise by such members of their respective redemption right for an equivalent number of common units of the Operating Company (the "Units") and corresponding cancellation of an equivalent number of the Company's Class B common stock. The Company elected to settle such redemption payment by issuance of the Shares. The redemption occurred pursuant to the terms of the Fifth Amended and Restated Operating Agreement of the Operating Company entered into in connection with the Company's initial public offering. Pursuant to the redemption, the Company canceled its Class B common stock (one share for each of the Units) owned by such members. The Shares were issued in reliance upon an exemption from registration pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended, on the basis that it did not involve a public offering.

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.

Date: April 8, 2020

Switch, Inc.

(Registrant)

By: /s/ Gabe Nacht

Name: Gabe Nacht

Title: Chief Financial Officer

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