

WSI INDUSTRIES, INC.  
Form 8-K  
March 19, 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): **March 19, 2018**

**WSI Industries, Inc.**  
(Exact name of Registrant as Specified in its Charter)

Minnesota  
(State Or Other Jurisdiction Of Incorporation)

000-00619                      41-0691607  
(Commission File Number) (I.R.S. Employer Identification No.)

213 Chelsea Road  
  
Monticello, MN                      55362  
(Address Of Principal Executive Offices) (Zip Code)

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(763) 295-9202

Registrant's Telephone Number, Including Area Code

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 (*see* General Instruction A.2. below):

☐ 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). ☐

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. ☐

Items under Sections 1 through 6 and 8 are not applicable and are therefore omitted.

**ITEM 7.01 REGULATION FD DISCLOSURE.**

On March 19, 2018, WSI Industries, Inc. (the “Company”) issued a press release reporting that the Company’s Board of Directors and Special Committee of the Board of Directors have responded by letter to the February 16, 2018 letter from DPW Holdings, Inc. and have rejected the requests of DPW Holdings, Inc. relating to the business combination provisions and control share acquisition act provisions of Minnesota Statutes.

The Company’s press release is attached hereto as Exhibit 99.1 and the Company’s response letter is attached hereto as Exhibit 99.2.

Each of the exhibits to this Form 8-K is furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that Section unless the Company specifically incorporates it by reference in a document filed under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

Exhibit No. Description

99.1 Press Release Issued by WSI Industries, Inc. on March 19, 2018

99.2 Response Letter from WSI Industries, Inc. to DPW Holdings, Inc. dated March 19, 2018

**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 hereunto duly authorized.

**WSI INDUSTRIES, INC.**

By: */s/ Michael J. Pudil*

Michael J. Pudil

President and Chief Executive Officer

Date: March 19, 2018

