

EDUCATIONAL DEVELOPMENT CORP
Form 8-K
August 23, 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): **August 22, 2018**

EDUCATIONAL DEVELOPMENT CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------|-------------------------|--------------------------|
| <u>Delaware</u> | <u>000-04957</u> | <u>73-0750007</u> |
| (State or Other Jurisdiction of | (Commission | (IRS Employer |
| Incorporation) | File | Number) |
| | Number) | Identification No.) |

5402 74146

S

122nd

E

Avenue,
Tulsa,
Oklahoma

(Address
of
Principal
Executive
Offices)
(Zip
Code)

Registrant's
Telephone
Number,
Including
Area Code:

(918)
622-4522

Check the appropriate box below if the Form 8-K 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 7.01 Regulation FD Disclosure

On August 22, 2018, the Company issued a press release announcing the completion of its previously announced 2 for 1 stock split of its common stock. A copy of the press release is attached as Exhibit 99.1 to this Form 8-K and is incorporated herein by reference.

The information disclosed in this Item 7.01, including Exhibit 99.1 hereto, 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 under that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act except as expressly set forth by specific reference in such filing.

Item 8.01 Other Events

On August 22, 2018, the Company completed its previously announced 2 for 1 stock split, which was executed in the form of a dividend of one share of the Company’s common stock for each share outstanding to the shareholders of record as of August 14, 2018.

The Company’s shares began trading on a post-split basis on the NASDAQ beginning at the opening of trading on August 23, 2018.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit

| <u>No.</u> | <u>Description</u> |
|-------------------|---|
| 99.1 | <u>Press Release Dated August 22, 2018.</u> |

SIGNATURE

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

EDUCATIONAL DEVELOPMENT CORPORATION

Date: August 22, 2018 By: /s/ Dan E. O'Keefe
Name: Dan E. O'Keefe

Title: Chief Financial Officer