

SMITH MICRO SOFTWARE INC
Form 8-K
November 13, 2013

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 7, 2013

Smith Micro Software, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

01-35525
(Commission

File Number)

33-0029027
(IRS Employer

Identification No.)

51 Columbia, Aliso Viejo, California
(Address of principal executive offices)

92656
(Zip Code)

Registrant's telephone number, including area code (949) 362-5800

None

(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
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- .. Pre-commencement communications pursuant to Rule 4d-2(b) under the Exchange Act
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On November 7, 2013, Smith Micro Software, Inc., a Delaware corporation (the Company), received a written notification from Nasdaq notifying the Company that it fails to comply with Nasdaq's Marketplace Rule 5450(a)(1) (the Rule) because the bid price for the Company's common stock over the last 30 consecutive business days has closed below the minimum \$1.00 per share requirement for continued listing. The notification has no immediate effect on the listing of the Company's common stock.

In accordance with Nasdaq's Marketplace Rule 5810(c)(3)(A), the Company has a period of 180 calendar days, or until May 6, 2014, to regain compliance with the Rule. If at any time before May 6, 2014, the bid price of the Company's common stock closes at or above \$1.00 per share for a minimum of 10 consecutive business days, Nasdaq will provide written notification that the Company has achieved compliance with the Rule.

If compliance with the Rule cannot be demonstrated by May 6, 2014, the Company may be eligible for additional time, provided that the Company can meet all other initial listing requirements for the Nasdaq Capital Market and provides written notice of its intention to cure the deficiency during the second compliance period of an additional 180 days, by various plans, including effecting a reverse stock split, if necessary.

We intend to continue actively monitoring the bid price for our common stock between now and May 6, 2014, and will consider available options to resolve the deficiency and regain compliance with the NASDAQ minimum bid price requirement. There is no assurance, however, that the Company will pursue efforts to continue to be listed, that the Company will be eligible for an additional compliance period or that our common stock will not be delisted from Nasdaq.

Item 9.01. Financial Statements and Exhibits.

9.01(d) Exhibits.

99.1 Nasdaq letter dated November 7, 2013.

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.

SMITH MICRO SOFTWARE, INC.
(Registrant)

November 13, 2013
Date

By: /s/ Andrew C. Schmidt
Name: Andrew C. Schmidt
Title: Vice President and Chief Financial Officer

Index to Exhibits

| Exhibit Number | Exhibit |
|---------------------------|---------------------------------------|
| 99.1 | Nasdaq letter dated November 7, 2013. |