

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): June 10, 2019

HUDSON GLOBAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

000-50129

59-3547281

(State or Other Jurisdiction  
of Incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

53 Forest Avenue, Old Greenwich, CT

06870

(Address of Principal Executive Offices)

(Zip Code)

Registrant's Telephone Number, Including Area Code: (212) 351-7400

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 (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))

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value	HSOON	The NASDAQ Stock Market LLC
Preferred Share Purchase Rights		The NASDAQ Stock Market LLC

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 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On June 10, 2019, Hudson Global, Inc. (the “Company”) filed a Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation (the “Amendment”) with the Secretary of State of the State of Delaware in order to (a) effect a reverse stock split of the Company’s common stock at a ratio of one-for-ten (the “Reverse Split”) and (b) reduce of the number of authorized shares of common stock to 20 million shares authorized (the “Share Reduction”). The Amendment does not affect the par value of the Company’s common stock.

The Amendment provides that the Reverse Split and the Share Reduction will become effective on June 10, 2019, at 5:00 p.m. Eastern Time, at which time (a) every ten shares of the Company’s issued and outstanding common stock will automatically be combined into one share of common stock and (b) the number of authorized shares of common stock under the Company’s Amended and Restated Certificate of Incorporation, as amended, will automatically be reduced to 20 million shares authorized. Beginning with the opening of trading on Tuesday, June 11, 2019, the Company’s common stock will continue to trade on the Nasdaq Global Select exchange under the symbol "HSON," but will trade on a split-adjusted basis under a new CUSIP number, 443787205.

The Amendment (effecting the Reverse Split and Share Reduction) was approved by the stockholders of the Company at the Company’s 2019 Annual Meeting of Stockholders held on May 6, 2019. In connection with approving the Reverse Split, the Company’s stockholders granted authority to the Board of Directors of the Company (the “Board”) to determine, at its discretion, a ratio within the range of 1-for-5 to 1-for-10, at which to effectuate the Reverse Split. The Reverse Split was approved by the Board on February 25, 2019, and the ratio of 1-for-10 was approved by the Board on May 24, 2019.

Computershare, Inc. (“Computershare”) is acting as the exchange agent for the Reverse Split. Computershare will provide instructions to stockholders regarding the process for exchanging their pre-split stock certificates for post-split stock certificates.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference herein.

**Item 8.01. Other Events.**

On June 10, 2019, the Company issued a press release regarding the Reverse Split and Share Reduction described above under Item 5.03 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit No.    Description

3.1    [Certificate of Amendment of the Amended and Restated Certificate of Incorporation of Hudson Global, Inc.](#)

99.1    [Press Release dated June 10, 2019.](#)

**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: June 10, 2019

**HUDSON GLOBAL, INC.**

By: /s/ JEFFREY E. EBERWEIN  
Name: Jeffrey E. Eberwein  
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT  
OF THE  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
HUDSON GLOBAL, INC.**

Hudson Global, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Corporation**”),

**DOES HEREBY CERTIFY:**

**FIRST:** That resolutions were duly adopted by the Board of Directors of the Corporation setting forth this proposed Amendment to the Amended and Restated Certificate of Incorporation of the Corporation and declaring said Amendment to be advisable and recommended for approval by the stockholders of the Corporation.

**SECOND:** This Amendment to the Amended and Restated Certificate of Incorporation amends and restates Section “**(1) CLASSES OF STOCK.**” of **ARTICLE IV** to the Amended and Restated Certificate of Incorporation to read in its entirety as follows:

“(1) Classes of Stock. The total number of shares of all classes of stock which the Corporation shall have the authority to issue is thirty million (30,000,000) shares, consisting of twenty million (20,000,000) shares of common stock, par value \$0.001 per share (the “Common Stock”), and ten million (10,000,000) shares of preferred stock, par value \$0.001 per share, which shall have such designations as may be authorized by the board of directors from time to time (the “Preferred Stock”). Upon this Certificate of Amendment becoming effective pursuant to the General Corporation Law of the State of Delaware (the “**Effective Time**”), every ten (10) shares of the Corporation’s Common Stock issued and outstanding or held by the Corporation in treasury stock shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one share of Common Stock without increasing or decreasing the par value of each share of Common Stock (the “**Reverse Split**”); provided, however, no fractional shares shall be issued in connection with the Reverse Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock shall be entitled to receive one full share of the post-Reverse Split Common Stock.”

**THIRD:** The foregoing amendment shall be effective as of 5:00 p.m. Eastern Time on June 10, 2019.

**FOURTH:** That, pursuant to resolution of its Board of Directors, an annual meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by applicable law was voted in favor of this Amendment.

**FIFTH:** That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, the Corporation has caused this Certificate of Amendment of the Amended and Restated Certificate of Incorporation to be executed on this 10th day of June, 2019.

**HUDSON GLOBAL, INC.**

By: /s/ JEFFREY E. EBERWEIN

Name: Jeffrey E. Eberwein

Title: Chief Executive Officer

## **Hudson Global Announces Reverse Stock Split**

*1-for-10 Reverse Stock Split Effective June 10, 2019 for Trading June 11, 2019*

**OLD GREENWICH, CT – June 10, 2019** – Hudson Global, Inc. (NASDAQ: HSON) (“Hudson” or the “Company”) today announced a reverse stock split of its outstanding shares of common stock at a ratio of 1-for-10 (the “Reverse Split”) and that it had filed a Certificate of Amendment of the Company’s Amended and Restated Certificate of Incorporation in order to effect the Reverse Split. The Reverse Split will be effective after the market closes on June 10, 2019. Beginning with the opening of trading on Tuesday, June 11, 2019, the Company’s common stock will continue to trade on the Nasdaq Global Select exchange (“Nasdaq”) under the symbol “HSON,” but will trade on a split-adjusted basis under a new CUSIP number, 443787205. The Certificate of Amendment will also, upon effectiveness on June 10, 2019, reduce the number of authorized shares of common stock under the Company’s Amended and Restated Certificate of Incorporation to 20 million shares authorized (the “Share Reduction”).

The stockholders of the Company approved the Reverse Split and the Share Reduction at the Company’s 2019 Annual Meeting of Stockholders held on May 6, 2019. In connection with approving the Reverse Split, the Company’s stockholders granted authority to the Board of Directors of Hudson (the “Board”) to determine, at its discretion, a ratio within the range of 1-for-5 to 1-for-10, at which to effectuate the Reverse Split. The Reverse Split was approved by the Board on February 25, 2019, and the ratio of 1-for-10 was approved by the Board on May 24, 2019.

As a result of the Reverse Split, every 10 pre-split shares of common stock outstanding will automatically combine into one new share of common stock without any action on the part of the holders and with no change in the par value per share of \$0.001. The Reverse Split will proportionately reduce the number of shares of common stock available for issuance under the Company’s equity incentive plans and proportionately reduce the number of shares of common stock issuable upon the exercise of stock options and upon the release of restricted stock units outstanding immediately prior to the effectiveness of the Reverse Split.

The Reverse Split reduces the number of shares of the Company’s outstanding common stock from approximately 29.6 million pre-Reverse Split shares to approximately 3.0 million post-Reverse Split shares. No fractional shares will be issued as a result of the Reverse Split. Owners of fractional shares outstanding after the Reverse Split will receive one full share of post-Reverse Split shares.

Computershare, Inc. (“Computershare”) is acting as the exchange agent for the Reverse Split. Computershare will provide instructions to stockholders regarding the process for exchanging their pre-split stock certificates for post-split stock certificates. Additional information about the Reverse Split can be found in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on April 8, 2019, as supplemented on April 18, 2019 and April 24, 2019, a copy of which is available at [www.sec.gov](http://www.sec.gov) and on the Company’s website.

## **About Hudson RPO**

Hudson Global, Inc. is a leading total talent solutions provider operating under the brand name Hudson RPO. We deliver innovative, customized recruitment outsourcing and total talent solutions to organizations worldwide. Through our consultative approach, we develop tailored talent solutions designed to meet our clients' strategic growth initiatives. As a trusted advisor, we meet our commitments, deliver quality and value, and always aim to exceed expectations.

For more information, please visit us at [hudsonrpo.com](http://hudsonrpo.com) or contact us at [ir@hudsonrpo.com](mailto:ir@hudsonrpo.com).

## **Forward-Looking Statements**

*This press release contains statements that the Company believes to be "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. All statements other than statements of historical fact included in this press release, including statements regarding the Company's future financial condition, results of operations, business operations and business prospects, are forward-looking statements. Words such as "anticipate," "estimate," "expect," "project," "intend," "plan," "predict," "believe" and similar words, expressions and variations of these words and expressions are intended to identify forward-looking statements. All forward-looking statements are subject to important factors, risks, uncertainties and assumptions, including industry and economic conditions that could cause actual results to differ materially from those described in the forward-looking statements. Such factors, risks, uncertainties and assumptions include, but are not limited to, Hudson Global's ability to achieve anticipated benefits from the sales of its recruitment and talent management operations in Europe and Asia Pacific and operate successfully as a company focused on its RPO business; global economic fluctuations; the company's ability to successfully achieve its strategic initiatives; risks related to fluctuations in the Company's operating results from quarter to quarter; the ability of clients to terminate their relationship with the Company at any time and the impact of any loss of a significant client; competition in the Company's markets; the negative cash flows and operating losses that may recur in the future; risks associated with the company's investment strategy; risks related to international operations, including foreign currency fluctuations; the Company's dependence on key management personnel; the Company's ability to attract and retain highly skilled professionals; the Company's ability to collect accounts receivable; the Company's ability to maintain costs at an acceptable level; the Company's heavy reliance on information systems and the impact of potentially losing or failing to develop technology; risks related to providing uninterrupted service to clients; the Company's exposure to employment-related claims from clients, employers and regulatory authorities, current and former employees in connection with the Company's business reorganization initiatives and limits on related insurance coverage; the Company's ability to utilize net operating loss carry-forwards; volatility of the Company's stock price; the impact of government regulations; restrictions imposed by blocking arrangements; and risks related to potential acquisitions or dispositions of businesses by the Company. Additional information concerning these and other factors is contained in the Company's filings with the Securities and Exchange Commission. These forward-looking statements speak only as of the date of this document. The company assumes no obligation, and expressly disclaims any obligation, to update any forward-looking statements, whether as a result of new information, future events or otherwise.*