

NET 1 UEPS TECHNOLOGIES INC  
Form 8-K  
April 04, 2019

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**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 4, 2019 (March 31, 2019)

**NET 1 UEPS TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or other jurisdiction  
of incorporation)

**000-31203**  
(Commission  
File Number)

**98-0171860**  
(IRS Employer  
Identification No.)

**President Place, 4<sup>th</sup> Floor, Cnr. Jan Smuts Avenue and Bolton Road  
Rosebank, Johannesburg, South Africa**

(Address of principal executive offices)

(ZIP Code)

Registrant's telephone number, including area code: **27-11-343-2000**

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))

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. [ ]

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**Item 2.01. Completion of Acquisition or Disposition of Assets.**

As previously disclosed, on February 28, 2019, Net 1 UEPS Technologies, Inc. ( **Net1** ) announced that, through its wholly owned subsidiary, Net1 Applied Technologies South Africa Proprietary Limited ( **Net1 SA** ), it entered into a transaction with JAA Holdings Proprietary Limited, a limited liability private company duly incorporated in the Republic of South Africa, and PK Gain Investment Holdings Proprietary Limited, a limited liability private company duly incorporated in the Republic of South Africa, in terms of which Net1 SA reduced its shareholding in DNI-4PL Contracts Proprietary Limited ( **DNI** ) from 55% to 38%. The transaction closed on March 31, 2019. The parties used a cashless settlement process on closing. Net1 SA used the proceeds from the sale of the DNI shares to settle its ZAR 400 million (\$27.6 million, translated at exchange rates applicable as of March 31, 2019) obligation to DNI to subscribe for an additional share as part of the contingent consideration settlement process.

**Item 8.01. Other Events.**

On April 2, 2019, the Net1 board of directors determined that A.J. Dunn, DNI s Chief Executive Officer, no longer performs a policy-making function by virtue of the diminution in the importance of his position within the Net1 group and is, therefore, no longer an executive officer.

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

(b) Pro forma financial information

Unaudited Pro Forma Financial Statements for Net1 comprising:

Unaudited Pro Forma Consolidated Balance Sheet as of December 31, 2018	F-1
Unaudited Pro Forma Consolidated Statement of Operations for the year ended June 30, 2018	F-2
Unaudited Pro Forma Consolidated Statement of Operations for the six months ended December 31, 2018	F-3
Notes to the Unaudited Pro Forma Consolidated Financial Statements	F-4

**NET 1 UEPS TECHNOLOGIES, INC.**  
**UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS**

**Overview**

On July 27, 2017, Net 1 UEPS Technologies, Inc. ( Net1 and collectively with its consolidated subsidiaries, the Company ) acquired a 45% voting and economic interest in DNI-4PL Contracts Proprietary Limited ( DNI ) and on March 9, 2018, it increased this interest to 49%. The Company obtained control of DNI on June 30, 2018 and held a 55% interest in DNI as of that date. From that date, the Company consolidated DNI in its financial statements and ceased accounting for DNI using the equity method.

The following unaudited pro forma consolidated financial statements have been prepared to give effect to the Company reducing its shareholding in DNI from 55% to 38% as a result of the sale of a 17% equity stake in DNI (the Disposal ). The Company has prepared these unaudited pro forma consolidated financial statements based on (a) its historical unaudited consolidated financial statements as of and for the six months ended December 31, 2018 (b) its historical audited consolidated financial statements as of and for the year ended June 30, 2018 and (c) financial information for DNI as of the same date and for the same period which has been derived as described below. The unaudited pro forma consolidated financial statements present the pro forma financial position and results of operations of the consolidated company based on the historical financial information and after giving effect to the Disposal and certain adjustments which the Company believes to be (a) directly attributable to the Disposal, (b) factually supportable, and (c) in the case of certain income adjustments, expected to have a continuing impact, as described in the notes to the unaudited pro forma consolidated financial statements.

The Company has presented an unaudited pro forma consolidated balance sheet which removes the historical balance sheet of DNI and the Company's purchase accounting entries related to the acquisition of DNI from the Company as of December 31, 2018 (but retains an equity-accounted investment in DNI as described below), as if the Disposal had occurred on that date. The Company has presented unaudited pro forma consolidated statement of operations of the Company and DNI for the six months ended December 31, 2018, and the year ended June 30, 2018, which removes the historical statements of operations of DNI, earnings under the equity method and the Company's purchasing accounting adjustments, from the Company for the periods presented and includes earnings under the equity method related to the Company's retained investment in DNI, as if the Disposal had occurred on July 1, 2017.

The financial information of DNI was prepared in accordance with US GAAP, is unaudited, and is denominated in South African Rand ( ZAR ). An exchange rate of \$1/ZAR 14.3960 has been used to translate DNI's historical balance sheet as of December 31, 2018, from ZAR to U.S. dollars, based on the closing exchange rate as of December 31, 2018, as reported by an independent external source (www.oanda.com) ( Oanda ). Exchange rates of \$1/ZAR 14.3376 and \$1/ZAR 12.6951 have been used to translate DNI's results of operations for the six months ended December 31, 2018, and the year ended June 30, 2018, respectively, from ZAR to U.S. dollars, based on the average daily exchange rates for those periods, as reported by Oanda.

The Company now owns 38% of the voting and economic rights of DNI following the Disposal. The Company will account for its 38% investment in DNI following the Disposal using the equity method. The remaining 38% investment in DNI has been recorded at fair value as of the Disposal date which was determined using the implied fair value of DNI pursuant to the Disposal.

No account has been taken within these unaudited pro forma consolidated financial statements of any future changes in accounting policies which may or may not occur as a result of the Disposal.

The pro forma adjustments are based on information that is currently available and contain certain preliminary estimates and assumptions and thus the actual effects of the Disposal may differ from the effects reflected herein. These unaudited pro forma consolidated financial statements are not intended to be indicative of the consolidated

results of operations or financial position of the consolidated company that would have been reported had the Disposal been completed as of the dates presented, and are not representative of future consolidated results of operations or financial condition of the consolidated company.

You should read these unaudited pro forma consolidated financial statements in conjunction with the Company's audited consolidated financial statements included in its Annual Report on Form 10-K/A filed on December 6, 2018, and its unaudited condensed consolidated financial statements included in the Company's Quarterly Report on Form 10-Q filed on February 7, 2019.

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**UNAUDITED PRO FORMA CONSOLIDATED BALANCE SHEET**

As of December 31, 2018, in \$ 000

	Net1	Pro forma adjustments	Notes	Pro forma
<b>ASSETS</b>				
Current assets				
Cash and cash equivalents	69,910	(3,785)	2 (a)	66,125
Restricted cash	63,131	-		63,131
		(23,941)	2 (a)	
		27,786	2 (b)	
Accounts receivable, net	105,007	(27,786)	2 (b)	81,066
Finance loans receivable, net	25,122	(5,577)	2 (a)	19,545
Inventory	10,272	(1,324)	2 (a)	8,948
Total current assets before settlement assets	273,442	(34,627)		238,815
Settlement assets	65,765	-		65,765
Total current assets	339,207	(34,627)		304,580
Property, plant and equipment, net	23,739	(1,149)	2 (a)	22,590
		(172)	2 (a)	
Equity-accounted investments	93,561	62,108	2 (d)	155,497
Goodwill	267,964	(108,844)	2 (a)	159,120
Intangible assets, net	115,250	(95,333)	2 (a)	19,917
Deferred income taxes	20,826	(16,603)	2 (a)	4,223
Other long-term assets, including reinsurance assets	219,577	(13,023)	2 (a)	206,554
<b>TOTAL ASSETS</b>	<b>1,080,124</b>	<b>(207,643)</b>		<b>872,481</b>
<b>LIABILITIES</b>				
Current liabilities				
Short-term credit facilities for ATM funding	63,131	-		63,131
Accounts payable	20,939	(9,319)	2 (a)	11,620
		(11,205)	2 (a)	
		996	2 (f)	
		(27,786)	2 (b)	
Other payables	73,464	70	2 (h)	35,539
Current portion of long-term borrowings	24,660	-		24,660
Income taxes payable	6,770	(529)	2 (a)	6,241
Total current liabilities before settlement obligations	188,964	(47,773)		141,191
Settlement obligations	65,765	-		65,765
Total current liabilities	254,729	(47,773)		206,956
Deferred income taxes	52,376	(42,608)	2 (a)	9,768
Long-term debt	10,395	(8,683)	2 (a)	1,712
Other long-term liabilities, including insurance policy liabilities	2,515	-		2,515
<b>TOTAL LIABILITIES</b>	<b>320,015</b>	<b>(99,064)</b>		<b>220,951</b>
Redeemable common stock	107,672	-		107,672
<b>EQUITY</b>				
Common stock	80	-		80
Additional paid-in-capital	277,463	-		277,463
Treasury shares	(286,951)	-		(286,951)

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Accumulated other comprehensive (loss) income	(198,272)	1,609	2 (c)	(196,663)
		(18,302)	2 (c)	
		(996)	2 (f)	
Retained earnings	768,485	(70)	2 (h)	749,117
<b>TOTAL NET1 EQUITY</b>	<b>560,805</b>	<b>(17,759)</b>		<b>543,046</b>
Non-controlling interest	91,632	(90,820)	2 (a)	812
<b>TOTAL EQUITY</b>	<b>652,437</b>	<b>(108,579)</b>		<b>543,858</b>
<b>TOTAL LIABILITIES, REDEEMABLE COMMON</b>				
<b>STOCK AND SHAREHOLDERS EQUITY</b>	<b>1,080,124</b>	<b>(207,643)</b>		<b>872,481</b>

See accompanying notes to unaudited pro forma consolidated financial statements.

F-1

**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS****For the six months ended December 31, 2018****(in \$ 000, except per share data or unless otherwise indicated)**

	Net1	Pro forma adjustments	Notes	Pro forma
Revenue	223,034	(38,111)	2 (a)	184,923
Expenses				
Cost of goods sold, IT processing, servicing and support	123,501	(19,940)	2 (a)	103,561
Selling, general and administration	112,874	(2,322)	2 (a)	110,552
Depreciation and amortization	20,647	(5,541)	2 (a)	15,106
Impairment losses	8,191	-		8,191
Operating loss	(42,179)	(10,308)		(52,487)
Change in fair value of equity securities	(15,836)	-		(15,836)
Interest income, net of impairment	1,545	(493)	2 (a)	1,052
		(414)	2 (a)	
Interest expense	5,537	(839)	2 (f)	4,284
Loss before income tax expense	(62,007)	(9,548)		(71,555)
		(2,947)	2 (a)	
Income tax (benefit) expense	4,192	906	2 (a)	2,151
Net loss before earnings (loss) from equity-accounted investments	(66,199)	(7,507)		(73,706)
		47	2 (a)	
		4,043	2 (a)	
Earnings (Loss) from equity-accounted investments	126	(1,331)	2 (e)	2,885
Net loss	(66,073)	(4,748)		(70,821)
Less (Add) net income (loss) attributable to non-controlling interest	3,067	(3,909)	2 (a)	(842)
Net loss attributable to Net1	(69,140)	(839)		(69,979)
Loss per share:				
<i>Basic loss</i>	(1.22)			(1.23)
<i>Diluted loss</i>	(1.22)			(1.23)
Weighted-average number of outstanding shares of common stock used to calculate basic loss per share	55,962			55,962
Weighted-average number of outstanding shares of common stock used to calculate diluted loss per share	55,998			55,998

See accompanying notes to unaudited pro forma consolidated financial statements.



**UNAUDITED PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS****For the year ended June 30, 2018****(in \$ 000, except per share data or unless otherwise indicated)**

	Net1	Pro forma adjustments	Notes	Pro forma
Revenue	612,889	-		612,889
Expenses				
Cost of goods sold, IT processing, servicing and support	304,536	-		304,536
Selling, general and administration	193,003	(4,614)	2 (i)	188,389
Depreciation and amortization	35,484	-		35,484
Impairment losses	20,917	-		20,917
Operating income	58,949	4,614		63,563
Change in fair value of equity securities	32,473	-		32,473
Interest income	17,885	-		17,885
Interest expense	8,941	-		8,941
Income before income tax expense	100,366	4,614		104,980
Income tax expense	48,627	1,774	2 (a)	50,401
Net income before earnings (loss) from equity-accounted investments	51,739	2,840		54,579
		7,918	2 (a)	
		(3,005)	2 (e)	
		(9,510)	2 (g)	
Earnings (Loss) from equity-accounted investments	11,730	2,505	2 (g)	9,638
Net income	63,469	748		64,217
Add net (loss) attributable to non-controlling interest	(880)	-		(880)
Net income attributable to Net1	64,349	748		65,097
Earnings per share:				
<i>Basic earnings</i>	1.13			1.14
<i>Diluted earnings</i>	1.13			1.14
Weighted-average number of outstanding shares of common stock used to calculate basic earnings per share	55,860			55,860
Weighted-average number of outstanding shares of common stock used to calculate diluted earnings per share	55,911			55,911

See accompanying notes to unaudited pro forma consolidated financial statements.

**NET 1 UEPS TECHNOLOGIES, INC.****NOTES TO UNAUDITED PRO FORMA CONSOLIDATED FINANCIAL STATEMENTS****1. Basis of presentation**

The accompanying unaudited pro forma consolidated financial statements present the pro forma financial position and results of operations of the consolidated company based on the historical financial information and after giving effect to the Disposal and certain adjustments which we believe to be (a) directly attributable to the Disposal, (b) factually supportable, and (c) in the case of certain income adjustments, expected to have a continuing impact, which are described in these notes. Please refer to *Overview* for further discussion of the basis of presentation of these unaudited pro forma consolidated financial statements.

**2. Pro forma adjustments**

The following are descriptions of each of the pro forma adjustments included in the unaudited pro forma consolidated financial statements:

## (a) Deconsolidation of DNI

*Consolidated balance sheet as of December 31, 2018*

The table below presents DNI's unaudited consolidated balance sheet as of December 31, 2018, including the Company's at acquisition purchase accounting adjustments, including recognition of the non-controlling interest, goodwill, intangible assets and related tax effects, in ZAR and \$ that has been deconsolidated from the Company's unaudited pro forma consolidated balance sheet as a result of the Disposal:

	<b>DNI</b>	
	<b>December 31, 2018</b>	
	<b>ZAR 000</b>	<b>\$ 000</b>
<b>ASSETS</b>		
Current assets		
Cash and cash equivalents	54,487	3,785
Accounts receivable, net	344,662	23,941
Finance loans receivable, net	80,279	5,577
Inventory	19,056	1,324
Total current assets	498,484	34,627
Property, plant and equipment, net	16,540	1,149
Equity-accounted investments	2,469	172
Goodwill	1,566,921	108,844
Intangible assets, net	1,372,417	95,333
Deferred income taxes	239,014	16,603
Other long-term assets, including reinsurance assets	187,490	13,023
<b>TOTAL ASSETS</b>	<b>3,883,335</b>	<b>269,751</b>
<b>LIABILITIES</b>		
Current liabilities		
Accounts payable	134,157	9,319
Other payables	161,309	11,205
Income taxes payable	7,612	529
Total current liabilities	303,078	21,053
Deferred income taxes	613,395	42,608

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Long-term debt	125,000	8,683
<b>TOTAL LIABILITIES</b>	1,041,473	72,344
<b>EQUITY</b>		
At acquisition Net1 equity	1,533,969	111,761
Accumulated other comprehensive loss since acquisition	-	(5,206)
Accumulated loss, net of dividends paid by DNI, since acquisition	452	32
<b>TOTAL NET1 EQUITY</b>	1,534,421	106,587
Non-controlling interest	1,307,441	90,820
<b>TOTAL EQUITY</b>	2,841,862	197,407
<b>TOTAL LIABILITIES AND SHAREHOLDERS EQUITY</b>	3,883,335	269,751

F-4

*Consolidated statement of operations for the six months ended December 31, 2018*

The table below presents DNI's consolidated statement of operations for the six months ended December 31, 2018, including the Company's amortization of acquired intangible assets and related tax effects, and the amounts allocated to the non-controlling interest, in ZAR and \$ that has been deconsolidated from the Company's unaudited pro forma consolidated statement of operations as a result of the Disposal:

	<b>DNI</b>	
	<b>Six months ended</b>	
	<b>December 31, 2018</b>	
	<b>ZAR 000</b>	<b>\$ 000</b>
Revenue	546,431	38,111
Expenses		
Cost of goods sold, IT processing, servicing and support	285,901	19,940
Selling, general and administration	33,296	2,322
Depreciation and amortization	79,441	5,541
Operating income	147,793	10,308
Interest income	7,069	493
Interest expense	5,931	414
Income before income tax expense	148,931	10,387
Income tax expense	42,248	2,947
Net income before loss from equity-accounted investments	106,683	7,440
Loss from equity-accounted investments	(678)	(47)
Net income	106,005	7,393
Less net income attributable to non-controlling interest	56,053	3,909
Arising from consolidation of subsidiaries by DNI	7,100	495
Arising from consolidation of DNI by Net1	48,953	3,414
Net income attributable to DNI	49,952	3,484
Calculation of Earnings from equity accounted investments attributed to 38% of DNI		
Net income generated		7,393
Less: net income attributed to DNI non-controlling interest		