

Bridgeline Digital, Inc.

Form 8-K

November 28, 2017

**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 27, 2017**

\_\_\_\_\_ **BRIDGELINE DIGITAL, INC.** \_\_\_\_\_

(Exact name of registrant as specified in its charter)

**Delaware 001-33567 52-2263942**

(State or other

(Commission (IRS Employer

jurisdiction of

File Number) Identification No.)

incorporation)

**80 Blanchard Road**

**Burlington, MA 01803**

(Address of principal executive offices, including zip code)

(781) 376-5555

(Registrant's telephone number, including area code)

(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 14d-2(b) under the Exchange Act

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 1.01. Entry into a Material Definitive Agreement**

On November 27, 2017, Bridgeline Digital, Inc. (the “Company”) signed an amendment (the “Amendment”) to a certain Loan and Security Modification Agreement modifying its Loan and Security Agreement with Heritage Bank of Commerce (the “Bank”). Included in the Amendment is the Performance to Plan metrics for the last quarter of fiscal 2017 and the first two quarters of fiscal 2018. Thereafter, the Company and Bank shall mutually agree upon minimum quarterly Adjusted EBITDA amounts for each fiscal year within thirty (30) days following the beginning of each fiscal year.

**Item 9.01 Financial Statements and Exhibits.**

*Explanatory Note Regarding Exhibits*

Investors should not rely on or assume the accuracy of representations and warranties in negotiated agreements that have been publicly filed because such representations and warranties may be subject to exceptions and qualifications contained in separate disclosure schedules, because such representations may represent the parties’ risk allocation in the particular transaction, because such representations may be qualified by materiality standards that differ from what may be viewed as material for securities laws purposes or because such representations may no longer continue to be true a of any given date.

(d) Exhibits.

Exhibit No. Exhibit Description

|      |  |
|------|--|
| 10.1 | Fifth Amendment to the Loan and Security Agreement between Bridgeline Digital, Inc. and Heritage Bank of Commerce, dated November 27, 2017 |
|------|--|

**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.

**BRIDGELINE DIGITAL, INC.**  
(Registrant)

By: /s/ Michael Prinn  
Michael Prinn  
Executive Vice President and  
Chief Financial Officer

Date: November 28, 2017

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**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Exhibit Description</b>  |
|--------------------|---|
| 10.1               | <u>Fifth Amendment to the Loan and Security Agreement between Bridgeline Digital, Inc. and Heritage Bank of Commerce, dated November 27, 2017</u> |