

xG TECHNOLOGY, INC.
Form 8-K/A
April 13, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

Amendment No. 1

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **January 29, 2016**

xG Technology, Inc.

(Exact name of registrant as specified in its charter)

Delaware

333-187094

20-585-6795

(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

240 S. Pineapple Avenue, Suite 701, Sarasota, FL 34236

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **(941) 953-9035**

n/a

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(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))

EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A (this “Amendment”) is being filed to provide the required financial statements and pro forma financial information required by Item 9.01 (a) and (b) of Form 8-K (the “Financial Information”) with respect to xG Technology’s (the “Company”) acquisition of substantially all of the assets and liabilities that constitute the business of Integrated Microwave Technologies, LLC (“IMT”) which occurred on January 29, 2016, as disclosed on the Current Report on Form 8-K filed with the Securities and Exchange Commission on February 3, 2016 (the “Original 8-K”). Pursuant to Item 9.01 (a)(4) and (b)(2), the Company was allowed to file the Financial Information by amendment no later than 71 calendar days after the date that the Original 8-K must be filed.

Unless otherwise disclosed herein, the disclosures contained herein have not been updated to reflect events, results or developments that have occurred after the filing of the Original 8-K, or to modify or update those disclosures affected by subsequent events unless otherwise indicated in this Amendment. This Amendment should be read in conjunction with the Original 8-K and the Company’s filings made with the Commission subsequent to the Original 8-K, including any amendments to those filings.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements

Financial statements of IMT for the year ended December 31, 2015, as required by Item 9.01(a) of Form 8-K are included with this filing as Exhibit 99.2.

(b) Pro Forma Financial Information

The pro forma financial information required by Item 9.01(b) of Form 8-K is being included with this filing as Exhibit 99.3.

(d) Exhibits

Exhibit No. Description

4.1	Form of 5% Senior Secured Convertible Promissory Notes (1)
10.1	Asset Purchase Agreement, dated as of January 29, 2016 (1)
10.2	Initial Payment Note (1)
10.3	Deferred Payment Note (1)
10.4	Securities Purchase Agreement, dated as of January 29, 2016 (1)
10.5	Security Agreement, dated as of January 29, 2016 (1)
99.1	Press Release, dated February 1, 2016 (1)
99.2	Audited financial statements of xG Technology, Inc. for the year ended December 31, 2015.
99.3	Pro forma financial information.

(1) Filed as an Exhibit on Current Report to Form 8-K with the SEC on February 3, 2016

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.

xG TECHNOLOGY, INC.

Date: April 12, 2016 By: /s/ Roger Branton
Name: Roger Branton
Title: Chief Financial Officer