
**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): April 9, 2019

Verb Technology Company, Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

000-55314
(Commission
File Number)

90-1118043
(I.R.S. Employer
Identification Number)

344 S. Hauser Boulevard, Suite 414
Los Angeles, California 90036
(Address of principal executive office, including zip code)

(855) 250-2300
(Registrant's telephone number, including area code)

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.

Section 8 – Other Events

Item 8.01 Other Events

On April 11, 2019, we issued a press release announcing the closing of our previously announced underwritten public offering of 6,389,776 units (the “Units”), consisting of an aggregate of 6,389,776 shares of our Common Stock (the “Firm Shares”) and warrants to purchase up to an aggregate of 6,389,776 shares of our Common Stock (the “Firm Warrants”); and the shares of Common Stock issuable from time to time upon exercise of the Firm Warrants, the “Firm Warrant Shares”), at a public offering price of \$3.13 per Unit. Pursuant to the terms of the Underwriting Agreement, dated April 4, 2019 (the “Underwriting Agreement”), by and between AGP, as an underwriter and as representative of the other underwriters (the “Representative”), and us, we also granted the Representative an option, exercisable for 45 days, to purchase up to 958,466 additional Units, consisting of an aggregate of (x) 958,466 shares of Common Stock (the “Option Shares”) and (y) warrants to purchase up to an aggregate of 958,466 shares of Common Stock (the “Option Warrants”); and the shares of Common Stock issuable from time to time upon exercise of the Option Warrants, the “Option Warrant Shares”). In connection with the closing, the Representative partially exercised its over-allotment option and purchased an additional 159,820 Units, consisting of an aggregate of 159,820 Option Shares and Option Warrants to purchase up to an aggregate of 159,820 Option Warrant Shares. The Firm Warrants and Option Warrants have an initial per-share exercise price of \$3.443, subject to customary adjustments, are exercisable immediately, and will expire at 5:00 p.m. Eastern Time on April 9, 2024.

We received gross proceeds of approximately \$20,500,000 before deducting underwriting discounts and commissions and other estimated offering expenses payable by the Company.

Section 9 – Financial Statements and Exhibits

Item 9.01 Exhibits

(d) Exhibits

<u>Exhibits</u>	<u>Description of Exhibit</u>
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99.1*	<u>Press Release dated April 11, 2019.</u>
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Report to be signed on its behalf by the undersigned, thereunto duly authorized.

Verb Technology Company, Inc.

Dated: April 11, 2019

By: /s/ Rory J. Cutaia

Rory J. Cutaia, Chairman and Chief Executive Officer



VERB TECHNOLOGY COMPANY, INC. CLOSES PREVIOUSLY ANNOUNCED PUBLIC OFFERING

HOLLYWOOD, CA – April 11, 2019 – Verb Technology Company, Inc. (OTC: VRRB, Nasdaq: VERB; VERBW) (“VERB”), a leader in business-focused interactive video, and the pioneer of Augmented Sales Intelligence software, today announced the closing of its previously announced underwritten public offering of 6,389,776 shares of its common stock and warrants to purchase 6,389,776 shares of common stock at a combined public offering price of \$3.13 per share and warrant. The warrants will have an initial per share exercise price of \$3.443, subject to customary adjustment, are exercisable immediately and will expire five years (5) from the date of issuance. In connection with the closing, the Representative partially exercised its over-allotment option and purchased an additional 159,820 Units, consisting of an aggregate of 159,820 Option Shares and Option Warrants to purchase up to an aggregate of 159,820 Option Warrant Shares. The gross proceeds to Verb Technology Company, Inc. from this offering are expected to be approximately \$20,500,000, before deducting underwriting discounts and commissions and other estimated offering expenses.

A.G.P./Alliance Global Partners acted as the sole book-running manager for the offering.

A registration statement relating to these securities has been filed with the Securities and Exchange Commission (the SEC) and was declared effective on April 4, 2019 and is available on the SEC’s website located at <http://www.sec.gov>.

The offering was made only by means of a prospectus. A copy of the prospectus relating to the offering may be obtained by contacting A.G.P./Alliance Global Partners, 590 Madison Avenue, 36th Floor, New York, NY 10022 or via telephone at 212-624-2006 or email: prospectus@allianceg.com. Investors may also obtain these documents at no cost by visiting the SEC’s website at <http://www.sec.gov>. Before investing in this offering, interested parties should read in their entirety the prospectus and the other documents that VERB has filed with the SEC that are incorporated by reference in such prospectus, which provide more information about VERB and the offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

About VERB Technology Company, Inc.

VERB Technology Company, Inc., formerly nFüsz, Inc., is rapidly emerging as the market leader in interactive video data collection and analysis applications. VERB provides customer relationship management (“CRM”), lead generation, and video marketing software applications under the brand name TAGG. The Company’s proprietary and patent-pending technology produces real-time, measurable results with customers reporting greater than 600% increases in conversion rates. The Company’s software-as-a-service (SaaS) products are cloud-based, accessible on all mobile and desktop devices, and are available by subscription for individual and enterprise users. The Company’s technology is integrated into popular ERP, CRM, and marketing platforms, including Oracle NetSuite, Adobe Marketo, and integrations into Salesforce.com, Odoo, and Microsoft, among others are underway. The Company’s newest applications include TaggCRM, the premier mobile app for entrepreneurs; TaggMED, for the healthcare industry; TaggEDU, for the education industry; and TaggNGO, for non-profit organizations. To create and tagg your own videos that you can share and post to social, try TaggLITE, available for FREE on our website.

For more information, please visit: www.myverb.com

Cautionary Note on Forward-Looking Statements

This press release may contain “forward-looking” information within the meaning of the Private Securities Litigation Reform Act of 1995. In accordance with the safe harbor provisions of this Act, statements contained herein that look forward in time that include everything other than historical information, involve risks and uncertainties that may affect the Company’s actual results. There can be no assurance that such statements will prove to be accurate and there are a number of important factors that could cause actual results to differ materially from those expressed in any forward-looking statements made by the Company, including, but not limited to, plans and objectives of management for future operations or products, the market acceptance or future success of our products, and our future financial performance. The Company cautions that these forward-looking statements are further qualified by other factors including, but not limited to, those set forth in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2018, and other filings with the U. S. Securities and Exchange Commission (available at www.sec.gov). The Company undertakes no obligation to publicly update or revise any statements in this release, whether as a result of new information, future events, or otherwise.

Contact

Please address media inquiries to: info@myverb.com
855.250.2300, extension 7
