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NATUZZI S P A  
Form 6-K  
May 05, 2008

CONFORMED

Securities and Exchange Commission  
Washington, D.C. 20549

FORM 6-K

Report of Foreign Issuer  
Pursuant To Rule 13a-16 Or 15d-16  
Of The  
Securities Exchange Act of 1934

For the month of May 2008

Commission File Number 1-11854

NATUZZI S.p.A.  
(Translation of Registrant's name into English)

Via Iazzitiello 47  
70029 Santeramo, Italy  
(Address of principal office)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.)

(Check One) Form 20-F  Form 40-F   
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(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

(Check One) Yes  No   
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(If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b). 82-\_\_.)

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70029 Santeramo (BA) - Italy  
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FOR IMMEDIATE RELEASE

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### NATUZZI S.P.A. ANNOUNCES A TEMPORARY WORK FORCE REDUCTION

Santeramo in Colle (BA), May 5, 2008 - The Natuzzi Group ("Natuzzi" or "the Group") announces a temporary work force reduction (Cassa Integrazione Ordinaria - CIG) effective from May 19, 2008 that will involve 1,200 positions within the Italian plants for thirteen weeks.

The Group has taken such a decision because of the weak trend of the order flow caused by the generalized challenging business conditions and the unfavourable level of Euro exchange rates against major currencies, US dollar in particular. Furthermore, Natuzzi S.p.A., together with other important manufacturers located in the South Italy within the so-called "upholstery district", has promoted the setting up of a special task force with the aim of asking the highest offices at local as well as national level to declare the state of heavy crisis for the industrial sector. The task force drafted a document to plan different initiatives including:

- the request for tax concessions through employer's contribution allowances and tax credit on sales to outside the Eurozone;
- the setting up of a guaranty fund to cover turnaround activities;
- the enforcement of the Italian law 181/1991 to support those regions hit by industry crisis;
- the grant of contribution relief for international trade fair events;
- the financing of training courses to facilitate the placement of workers also in sectors different from upholstery;
- further improvement of social shock-absorbers.

Lastly, the same task force will fix a set of common projects to reach synergies necessary to enhance competitiveness for the whole upholstery industry.

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**ABOUT NATUZZI S.P.A.**

Founded in 1959 by Pasquale Natuzzi, Natuzzi S.p.A. designs and manufactures a broad collection of leather-upholstered residential furniture.

Italy's largest furniture manufacturer, Natuzzi is the global leader in the leather segment, exporting its innovative, high-quality sofas and armchairs to 123 markets on 5 continents.

Since 1990, Natuzzi has sold its furnishings in Italy through the popular Divani & Divani by Natuzzi chain of 125 stores, and 1 Natuzzi Store. Outside Italy, the Company sells to various furniture retailers, as well as through 173 licensed Divani & Divani by Natuzzi and Natuzzi Stores.

Natuzzi S.p.A. was listed on the New York Stock Exchange on May 13, 1993. The Company is ISO 9001 and 14001 certified.

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### 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, thereunto duly authorized.

NATUZZI S.p.A.

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(Registrant)

Date: May 05, 2008

By: /s/ SALVATORE GAIPA

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Salvatore Gaipa

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Table of Contents**PART II****INFORMATION NOT REQUIRED IN PROSPECTUS****ITEM 13.** *Other Expenses of Issuance and Distribution*

The following table sets forth all expenses to be paid by the Registrant, other than underwriting discounts and commissions, in connection with this offering. All amounts shown are estimates except for the SEC registration fee and the FINRA filing fee.

SEC registration fee	\$ 13,640
FINRA filing fee	15,500
Exchange listing fee	*
Printing and engraving	*
Legal fees and expenses	*
Accounting fees and expenses	*
Blue sky fees and expenses (including legal fees)	*
Transfer agent and registrar fees	*
Miscellaneous	*
 Total	 \$ *

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To be filed by amendment.

**ITEM 14.** *Indemnification of Directors and Officers*

Section 145 of the Delaware General Corporation Law authorizes a corporation's board of directors to grant, and authorizes a court to award, indemnity to officers, directors and other corporate agents.

On completion of this offering, as permitted by Section 102(b)(7) of the Delaware General Corporation Law, the Registrant's amended and restated certificate of incorporation will include provisions that eliminate the personal liability of its directors and officers for monetary damages for breach of their fiduciary duty as directors and officers.

In addition, as permitted by Section 145 of the Delaware General Corporation Law, the amended and restated certificate of incorporation and amended and restated bylaws of the Registrant will provide that:

The Registrant shall indemnify its directors and officers for serving the Registrant in those capacities or for serving other business enterprises at the Registrant's request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such person's conduct was unlawful.

The Registrant may, in its discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law.

The Registrant is required to advance expenses, as incurred, to its directors and officers in connection with defending a proceeding, except that such director or officer shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification.

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The Registrant will not be obligated pursuant to the amended and restated bylaws to indemnify a person with respect to proceedings initiated by that person, except with respect to proceedings authorized by the Registrant's board of directors or brought to enforce a right to indemnification.

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The rights conferred in the amended and restated certificate of incorporation and amended and restated bylaws are not exclusive, and the Registrant is authorized to enter into indemnification agreements with its directors, officers, employees and agents and to obtain insurance to indemnify such persons.

The Registrant may not retroactively amend the bylaw provisions to reduce its indemnification obligations to directors, officers, employees and agents.

The Registrant's policy is to enter into separate indemnification agreements with each of its directors and officers that provide the maximum indemnity allowed to directors and executive officers by Section 145 of the Delaware General Corporation Law and also to provide for certain additional procedural protections. The Registrant also maintains directors and officers insurance to insure such persons against certain liabilities.

These indemnification provisions and the indemnification agreements entered into between the Registrant and its officers and directors may be sufficiently broad to permit indemnification of the Registrant's officers and directors for liabilities (including reimbursement of expenses incurred) arising under the Securities Act of 1933, as amended, or the Securities Act.

The underwriting agreement filed as Exhibit 1.1 to this registration statement provides for indemnification by the underwriters of the Registrant and its officers and directors for certain liabilities arising under the Securities Act and otherwise.

**ITEM 15. *Recent Sales of Unregistered Securities.***

During the last three years, the Registrant has issued the following unregistered securities:

***Sales of Preferred Stock***

In August 2010, the Registrant sold an aggregate of 4,811,855 shares of its Series B preferred stock to a total of four accredited investors at a purchase price of \$2.0782 per share, for an aggregate purchase price of approximately \$10,000,000.

In March 2011, the Registrant sold an aggregate of 1,116,030 shares of its Series C preferred stock to a total of five accredited investors at a purchase price of \$5.869 per share, for an aggregate purchase price of approximately \$6,550,000.

From April 2012 to June 2012, the Registrant sold an aggregate of 2,932,675 shares of its Series C-1 preferred stock to a total of 11 accredited investors at a purchase price of \$11.764 per share, for an aggregate purchase price of approximately \$35,000,000.

***Stock Option and Common Stock Issuances***

From July 1, 2010 through June 30, 2013, pursuant to the terms of our 2008 Equity Incentive Plan, or 2008 Plan, the Registrant granted to its officers, directors, employees, consultants and other service providers options to purchase an aggregate of 8,449,753 shares of common stock at exercise prices ranging from \$0.27 to \$15.33 per share.

From July 1, 2010 through June 30, 2013, pursuant to the terms of our 2008 Plan, the Registrant granted to its officers, directors, employees, consultants and other service providers an aggregate of 104,774 shares of common stock in exchange for services, for an aggregate dollar value of \$92,342.78.

From July 1, 2010 through June 30, 2013, pursuant to the terms of our 2008 Plan, the Registrant issued and sold to its officers, directors, employees, consultants and other service providers an aggregate of 1,385,596 shares of common stock upon the exercise of options at exercise prices ranging from \$0.13 to \$15.33 per share, for an aggregate exercise price of \$1,516,665.86.

None of the foregoing transactions involved any underwriters, underwriting discounts or commissions, or any public offering. The Registrant believes the offers, sales and issuances of the above



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securities were exempt from registration under the Securities Act by virtue of (i) Section 4(2) of the Securities Act as transactions not involving a public offering or (ii) Rule 701 promulgated under the Securities Act as transactions pursuant to compensatory benefit plans or contracts relating to compensation as provided under such rule. The recipients of the securities in each of these transactions represented their intentions to acquire the securities for investment only and not with a view to or for sale in connection with any distribution thereof, and appropriate legends were placed upon the stock certificates issued in these transactions. All recipients had adequate access, through their relationships with the Registrant, to information about the Registrant. The sales of these securities were made without any general solicitation or advertising.

**ITEM 16.** *Exhibits and Financial Statement Schedules*

(a) *Exhibits.* We have filed the exhibits listed on the accompanying Exhibit Index of this Registration Statement.

(b) *Financial Statement Schedules.* All financial statement schedules are omitted because the information called for is not required or is shown either in the consolidated financial statements or in the notes thereto.

**ITEM 17.** *Undertakings*

The undersigned registrant hereby undertakes to provide to the underwriter at the closing specified in the underwriting agreement certificates in such denominations and registered in such names as required by the underwriter to permit prompt delivery to each purchaser.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer, or controlling person of the registrant in the successful defense of any action, suit, or proceeding) is asserted by such director, officer, or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act of 1933, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the Registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act of 1933, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.



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<b>Signature</b>	<b>Title</b>	<b>Date</b>
<hr/> <i>/s/ WILLIAM ERICSON</i> <hr/> <b>William Ericson</b>	<b>Director</b>	August 16, 2013
<hr/> <i>/s/ JOHN GARDNER</i> <hr/> <b>John Gardner</b>	<b>Director</b>	August 16, 2013
<hr/> <i>/s/ CLARK KOKICH</i> <hr/> <b>Clark Kokich</b>	<b>Director</b>	August 16, 2013
<hr/> <i>/s/ MONTE ZWEBEN</i> <hr/> <b>Monte Zweben</b>	<b>Director</b>	August 16, 2013

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
1.1*	Form of Underwriting Agreement.
3.1	Sixth Amended and Restated Certificate of Incorporation of the Registrant, as amended and currently in effect.
3.2	Form of Amended and Restated Certificate of Incorporation of the Registrant, to be in effect upon completion of the offering.
3.3	Bylaws of the Registrant, as currently in effect.
3.4	Form of Amended and Restated Bylaws of the Registrant, to be in effect upon completion of the offering.
4.1*	Form of the Registrant's common stock certificate.
5.1*	Form of Opinion of Wilson Sonsini Goodrich & Rosati, Professional Corporation.
10.1	Form of Indemnification Agreement between the Registrant and each of its directors and executive officers.
10.2	Warrant to Purchase Stock issued to Comerica Bank, dated as of April 7, 2010.
10.3	Loan and Security Agreement by and between the Registrant and Comerica Bank, dated as of April 7, 2010, as amended and currently in effect.
10.4*	Lease, dated as of February 17, 2009, by and between 350 Marine Parkway LLC, Gillikin Trade LLC, Lewis Trade LLC, Spiegl Trade LLC, Welsh Trade LLC, and the Registrant, as amended and currently in effect.
10.5*	Office Lease, dated as of July 23, 2013, by and between VII PacShares Investors, L.L.C. and the Registrant.
10.6*	Lease, dated as of July 31, 2013, by and between VNO 100 West 33rd Street LLC, and the Registrant.
10.7	The Registrant's 2008 Equity Incentive Plan, including form agreements, as amended and currently in effect.
10.8	The Registrant's 2013 Equity Incentive Plan, including form agreements, to be in effect upon completion of the offering.
10.9	The Registrant's 2013 Employee Stock Purchase Plan, including form agreements, to be in effect upon the completion of the offering.
10.10	Executive Incentive Compensation Plan.
10.11*	Outside Director Compensation Policy.
10.12	Offer Letter between the Registrant and Monte Zweben, dated as of January 29, 2010.
10.13	Offer Letter between the Registrant and Clark Kokich, dated as of April 5, 2011.
10.14	Offer Letter between the Registrant and Ronald E.F. Codd, dated as of February 16, 2012.
10.15	Offer Letter between the Registrant and Susan L. Bostrom, dated as of February 4, 2013.
10.16	Fourth Amended and Restated Investors' Rights Agreement, dated as of June 15, 2012, by and among the Registrant, George H. John, Richard Frankel, Abhinav Gupta and the investors listed on Exhibit A attached thereto.

21.1 List of subsidiaries of the Registrant.

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### **Exhibit**

#### **No.**

#### **Description of Exhibit**

- |       |  |
|-------|--|
| 23.1* | Consent of Wilson Sonsini Goodrich & Rosati, Professional Corporation (included in Exhibit 5.1). |
| 23.2  | Consent of Deloitte & Touche LLP, independent registered public accounting firm.                 |
| 24.1  | Power of Attorney (see page II-4 to this Registration Statement on Form S-1).                    |
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To be filed by amendment.

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