

Information Services Group Inc.  
Form SC TO-C  
March 09, 2016

**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) **March 9, 2016 (March 9, 2016)**

**Information Services Group, Inc.**

(Exact name of registrant as specified in its charter)

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

**001-33287**  
(Commission File Number)

**20-5261587**  
(I.R.S. Employer  
Identification No.)

**Two Stamford Plaza**

**281 Tresser Boulevard**

**Stamford, CT 06901**

(Address of principal executive offices)

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(203) 517-3100

(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 (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 Exchange Act (17 CFR 240.13e-4(c))
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#### **ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On March 9, 2016, Information Services Group, Inc. ( ISG or the Company ) amended the Credit Agreement, dated as of May 3, 2013, among the Company, the various lenders party thereto and Bank of America, N.A., as Administrative Agent (as amended from time to time, the 2013 Credit Agreement ). The amendment to the 2013 Credit Agreement increases the revolving line of credit commitment by \$15 million to a total of \$40 million and allows the Company to maintain its maximum consolidated total leverage ratio at 3.00 to 1.00 through the first quarter of 2017.

A copy of this amendment is filed as Exhibit 10.1 of this Current Report on Form 8-K and is incorporated herein by reference.

#### **ITEM 2.02. RESULTS OF OPERATIONS AND FINANCIAL CONDITION**

On March 9, 2016, the Company released its earnings for the fourth quarter 2015 which ended on December 31, 2015 and is furnishing a copy of the earnings release to the Securities and Exchange Commission under Item 2.02 of this Current Report on Form 8-K. In addition, ISG will discuss its financial results during a teleconference call on Thursday, March 10, 2016 at 9:00am (EDT). To access the teleconference call, go to ISG's website at [www.isg-one.com](http://www.isg-one.com). The press release is furnished herewith as Exhibit 99.1 and shall not be deemed filed for purposes of the Exchange Act.

ISG reports all financial information required in accordance with U.S. generally accepted accounting principles (GAAP). ISG believes, however, that evaluating its ongoing operating results will be enhanced if it also discloses certain non-GAAP information. These non-GAAP financial measures exclude non-cash and certain other special charges that many investors believe may obscure the user's overall understanding of ISG's current financial performance and the Company's prospects for the future. ISG believes that these non-GAAP measures provide useful information to investors because they improve the comparability of the financial results between periods and provide for greater transparency of key measures used to evaluate the Company's performance.

ISG provides adjusted EBITDA (defined as net income before net income attributable to noncontrolling interest, interest, taxes, depreciation and amortization, foreign currency transaction gains/losses, non-cash stock compensation, impairment charges for goodwill and intangible assets, tax indemnity receivable, interest on contingent consideration, gain on extinguishment of debt and bargain purchase gain) and adjusted net income (defined as net income plus amortization of intangible assets, non-cash stock compensation, foreign currency transaction gains/losses and non-cash impairment charges for goodwill and intangible assets, interest on contingent consideration, gain on extinguishment of debt and bargain purchase gain, on a tax-adjusted basis) and selected financial data on a constant currency basis (using foreign currency exchange rates based on an average of daily spot rates from January 1, 2014 to August 31, 2014), which are non-GAAP measures that the Company believes provide useful information to both management and investors by excluding certain expenses and financial implications of foreign currency translations, which management believes are not indicative of ISG's core operations. Certain prior period amounts have been reclassified to conform to the current period presentation and definitions of non-GAAP measurements. These non-GAAP measures are used by ISG to evaluate the Company's business strategies and management's performance.

Non-GAAP financial measures, when presented, are reconciled to the most closely applicable GAAP measure. Non-GAAP measures are provided as additional information and should not be considered in isolation or as a substitute for results prepared in accordance with GAAP.

**ITEM 8.01. OTHER EVENTS.**

On March 9, 2016, the Company issued a press release regarding commencement on March 10, 2016 of a modified Dutch auction tender offer to purchase up to \$12 million of its common stock, a copy of which is filed as Exhibit 99.2 to this Form 8-K and is incorporated by reference herein.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibit.

10.1 Fifth Amendment to the 2013 Credit Agreement dated March 9, 2016

99.1 Press Release dated March 9, 2016 regarding earnings for the fourth quarter 2015

99.2 Press Release dated March 9, 2016 regarding commencement of modified Dutch Auction tender offer

**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.

Dated: March 9, 2016

INFORMATION SERVICES GROUP, INC.

By: */s/ Michael P. Connors*  
Michael P. Connors  
Chairman and Chief Executive Officer

EXHIBIT INDEX

| <b>Exhibit Number</b> | <b>Description</b>  |
|-----------------------|---|
| 10.1                  | Fifth Amendment to the 2013 Credit Agreement dated March 9, 2016                                |
| 99.1                  | Press Release dated March 9, 2016 regarding earnings for the fourth quarter 2015                |
| 99.2                  | Press Release dated March 9, 2016 regarding commencement of modified Dutch Auction tender offer |