

JOINT Corp
Form 8-K/A
August 03, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

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

Date of Report (Date of earliest event reported): May 18, 2015

The Joint Corp.

(Exact name of registrant as specified in its charter)

Delaware	001-36724	90-0544160
(State or other jurisdiction	(Commission	(IRS Employer
of incorporation)	File Number)	Identification No.)
16767 N. Perimeter Drive, Suite 240,	85260	

Scottsdale, Arizona
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (480) 245-5960

N/A

(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 (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 (“Form 8-K/A”) amends the Current Report on Form 8-K filed by The Joint Corp. (“we” or the “Company”) with the Securities and Exchange Commission (“SEC”) on May 21, 2015 (“May Form 8-K”). The May Form 8-K reported under Item 2.01 that the Company had completed its repurchase of five franchises in Orange County, California, consisting of three developed franchised and two undeveloped franchises, which was accomplished pursuant to an Asset and Franchise Purchase Agreement (the “Purchase Agreement”) between the Company and First Light Junction, Inc.

The description of the Purchase Agreement found in this Form 8-K/A is not intended to be complete and is qualified in its entirety by reference to the agreements attached to the May Form 8-K.

This Form 8-K/A provides the financial statements and pro forma financial information as required by Item 9.01 of Form 8-K. No other modification to the May Form 8-K is being made by this Form 8-K/A. The information previously reported in or filed with the May Form 8-K is hereby incorporated by reference into this Form 8-K/A.

Item 9.01 Financial Statements and Exhibits.

(a)(1) Financial Statements of Businesses Acquired.

The audited financial statements of First Light Junction, Inc. as of and for the year ended December 31, 2014 and accompanying notes are attached hereto as Exhibit 99.1 and are incorporated by reference into this Form 8-K/A.

(b)(1) Unaudited Pro Forma Financial Information.

The unaudited pro forma condensed combined statements as of March 31, 2015 and for the three months ended March 31, 2015 and 2014 and accompanying notes, are attached hereto as Exhibit 99.2 and are incorporated by reference into this Form 8-K/A.

(d) Exhibits.

Exhibit No. Description

- | | |
|------|---|
| 23.1 | Consent of EKS&H LLLP Independent Auditors for First Light Junction, Inc. as of and for the year ended December 31, 2014. |
| 99.1 | Audited financial statements of First Light Junction, Inc. as of and for the year ended December 31, 2014 and unaudited financial statements of First Light Junction, Inc. as of March 31, 2015 and for the three months ended March 31, 2015 and 2014 and notes thereto. |
| 99.2 | Unaudited pro forma condensed combined statements of operations for the year ended December 31, 2014 and for the three months ended March 31, 2015 and 2014, and unaudited proforma condensed combined balance sheet as of March 31, 2015 and notes thereto. |

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.

The Joint Corp.

Date:

August 3, 2015 By: /s/ FRANCIS T. JOYCE

Francis T. Joyce
Chief Financial Officer and Treasurer

EXHIBIT INDEX

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99.2	Unaudited pro forma condensed combined statements of operations for the year ended December 31, 2014 and for the three months ended March 31, 2015 and 2014, and unaudited proforma condensed combined balance sheet as of March 31, 2015 and notes thereto.