

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) **May 29, 2019**

**ADVANTAGE TECHNOLOGIES GROUP, INC.**  
(Exact name of Registrant as specified in its Charter)

**Oklahoma**  
(State or other Jurisdiction of Incorporation)

<b>1-10799</b>	<b>73-1351610</b>
(Commission file Number)	(IRS Employer Identification No.)
<b>1221 E. Houston, Broken Arrow Oklahoma</b>	<b>74012</b>
(Address of Principal Executive Offices)	(Zip Code)

**(918) 251-9121**  
(Registrant's Telephone Number, Including Area Code)

(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 Communication 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© under the Exchange Act (17 CFR 240.13e-4(c))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 29, 2019, ADDvantage Technologies Group, Inc. (the "Company") held a special meeting of shareholders (the "Special Meeting"), at which the Company's shareholders approved the two proposals described below. The final voting results with respect to each proposal voted upon at the Special Meeting are set forth below.

**Proposal 1**

To approve the Stock Purchase Agreement, dated as of December 26, 2018, as amended as of March 15, 2019, by and among the Company and Leveling 8 Inc., pursuant to which Leveling 8 will acquire all of the outstanding shares and limited liability company membership interests, as applicable, of Tulsat, LLC, NCS Industries, Inc., Advantage Technologies Group of Missouri, Inc., Advantage Technologies Group of Texas, Inc., and Tulsat-Atlanta, L.L.C., collectively comprising the cable business segment of the Company.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
7,818,653	83,269	5,065	–

## **Proposal 2**

To authorize the Board of Directors to postpone or adjourn the Special Meeting for up to 10 business days to solicit additional proxies for the purpose of obtaining stockholder approval of Proposal No. 1 or to allow reasonable additional time for the filing and/or mailing of any supplemental or amended disclosure which the Board has determined is necessary under applicable law and for such supplemental or amended disclosure to be disseminated and reviewed by the stockholders prior to the Special Meeting.

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
7,795,380	106,202	5,405	–

### **Item 7.01 Regulation FD Disclosure.**

On May 30, 2019, the Company issued a press release announcing that its shareholders had authorized the Cable TV segment sale at the Special Meeting of the shareholders on May 29, 2019. A copy of the press release is furnished as Exhibit 99.1 to this Current Report and is incorporated by reference herein.

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

The following exhibit is furnished herewith:

Exhibit 99.1 Press Release dated May 30, 2019 issued by the Company.

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## **SIGNATURES**

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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.

ADDvantage Technologies Group, Inc.

Date: May 30, 2019

By: /s/ Scott Francis

Scott Francis

Vice-President & Chief Accounting Officer

## **Exhibit Index**

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release dated May 30, 2019 issued by the Company.

**ADDvantage Technologies Group, Inc.**

1221 E. Houston

Broken Arrow, Oklahoma 74012

For further information	KCSA Strategic Communications
Company Contact:	Elizabeth Barker
Scott Francis	(212) 896-1203
(918) 251-9121	<a href="mailto:ebarker@kcsa.com">ebarker@kcsa.com</a>

## **ADDvantage Technologies Group, Inc. Shareholders Approve Sale of Cable TV Business**

BROKEN ARROW, OK—May 30, 2019 ADDvantage Technologies Group, Inc. (“ADDvantage” or the “Company”) announced today that its shareholders voted to approve the sale of the Company’s Cable TV segment at the Special Meeting held on May 29, 2019. The shareholder proposal was approved by 99% of the 7.8 million shares voted. The sale has been approved by the Board of Directors and remains subject to the finalization of documentation, meeting certain customary closing conditions and the transfer of funding. The transaction is expected to close within the next 10 days.

Specifically, ADDvantage’s shareholders agreed to sell to Leveling 8, Inc. all of the outstanding shares and limited liability company membership interests, as applicable, of Tulsat, LLC (“Tulsat”), NCS Industries, Inc. (“NCS”), Addvantage Technologies Group of Missouri, Inc. (“ComTech”), Addvantage Technologies Group of Texas, Inc. (“Tulsat-Texas”), and Tulsat-Atlanta, L.L.C. (“Tulsat-Atlanta”), collectively referred to as the “Cable Companies”. Subject to certain post-closing adjustments, Leveling 8 will pay a total purchase price of \$10.3 million. The purchase price will consist of \$3.9 million of cash at closing, less \$1.4 million of cash previously received from the sale of the ComTech facility in March 2019, and a \$6.4 million promissory note bearing interest at 6% per annum. The note will be paid over five years and is personally guaranteed by David E. Chymiak, who is the 100% beneficial owner of Leveling 8, ADDvantage’s Chief Technology Officer, President of Tulsat, substantial shareholder of the Company and a member of the Board of Directors. Dave Chymiak was the co-founder of Tulsat, along with his brother Ken Chymiak.

Joe Hart, President and CEO of the Company, stated, “The sale of the Cable TV segment is a milestone for ADDvantage, which will allow us to focus our capital and resources on our expansion strategy in the Wireless Infrastructure Services and Telco segments. The transaction also provides us with an infusion of cash to allow us to capitalize on the major growth opportunities in the industry, as wireless and fiber networks continue to expand. We believe that the recent positive results of our Telco segment, led by Nave Communications, demonstrate the success of the Company’s new strategy shift. Triton Datacom is nearing the completion of its new facility in Pembroke Park, FL, which will provide additional space for expansion and process improvements. We are also excited about the revenue and profitability growth at Fulton Technologies, which has now moved beyond its integration period and is on track to contribute positive results in our fiscal third quarter, as evidenced by its profitable April results. ADDvantage Technologies is now entering a new chapter, and we are delighted that 76% of our shareholders participated in this shareholder vote with 99% of those voting in favor of the proposed sale of the Cable TV segment.”

## **About ADDvantage Technologies Group, Inc.**

ADDvantage Technologies Group, Inc. (NASDAQ: AEY) is a communications infrastructure services and equipment provider operating a diversified group of companies. Through Fulton Technologies, the Company provides turn-key wireless infrastructure services including the installation, modification and upgrading of equipment on communication towers and small cell sites for wireless carriers, national integrators, tower owners and major equipment manufacturers. Through its Nave Communications, Triton Datacom and cable television subsidiaries, ADDvantage sells equipment and hardware used to acquire, distribute, and protect the communications signals carried on fiber optic, coaxial cable and wireless distribution systems, including high-speed data (Internet), telephony and television programming. Through its Nave subsidiary, ADDvantage offers repair services focused on telecommunication equipment and recycles surplus and obsolete telecommunications equipment. In addition, through its cable television subsidiaries, ADDvantage operates a national network of technical repair centers focused primarily on supporting cable television equipment.

ADDvantage operates through its subsidiaries, Fulton Technologies, Nave Communications, Triton Datacom, Tulsat, Tulsat-Atlanta, Tulsat-Texas, NCS Industries and ComTech Services. For more information, please visit the corporate web site at [www.addvantagetechologies.com](http://www.addvantagetechologies.com).

*The information in this announcement may include forward-looking statements. All statements, other than statements of historical facts, which address activities, events or developments that the Company expects or anticipates will or may occur in the future, are forward-looking statements. These statements are subject to risks and uncertainties, which could cause actual results and developments to differ materially from these statements. A complete discussion of these risks and uncertainties is contained in the Company's reports and documents filed from time to time with the Securities and Exchange Commission.*