

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): November 6, 2016

**ENERGOUS CORPORATION**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**001-36379**  
(Commission  
File Number)

**46-1318953**  
(I.R.S. Employer  
Identification No.)

**3590 North First Street**  
**Suite 210**  
**San Jose, CA 95134**  
(Address of Principal Executive Offices)(Zip Code)

**Registrant's telephone number, including area code: (408) 963-0200**

**Not Applicable**

(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))
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**Item 1.01. Entry into a Material Definitive Agreement.**

***Strategic Alliance Agreement***

On November 6, 2016, Energen Corporation (the “Company”) and Dialog Semiconductor (UK) Ltd. (“Dialog”) entered into a Strategic Alliance Agreement (“Alliance Agreement”) for the manufacture, distribution and commercialization of semiconductor devices incorporating the Company’s wire-free charging technology (“Licensed Products”). Pursuant to the terms of the Alliance Agreement, the Company agreed to engage Dialog as the exclusive supplier of the Licensed Products, subject to certain exceptions. Dialog agreed to not distribute, intentionally sell or work with any third party to develop any competing products without the Company’s approval, subject to certain exceptions (the “Dialog Exclusivity Requirement”). In addition, both parties agreed on a revenue sharing arrangement and will collaborate on the commercialization of Licensed Products based on a mutually-agreed upon plan. Each party will retain all of its intellectual property.

The Alliance Agreement has an initial term of seven years and will automatically renew annually thereafter unless terminated by either party upon 180 days’ prior written notice. The Company may terminate the Alliance Agreement under certain circumstances, including at any time after the third anniversary of the Alliance Agreement upon 180 days’ prior written notice to Dialog, or if Dialog breaches certain exclusivity obligations. Dialog may terminate the Alliance Agreement under certain circumstances, including immediately upon written notice if sales of Licensed Products do not meet specified targets. The Dialog Exclusivity Requirement will terminate with respect to certain Licensed Products if such Licensed Products have not received the necessary Federal Communications Commission approvals within specified timeframes.

***Securities Purchase Agreement***

In connection with the Alliance Agreement, on November 6, 2016, the Company and Dialog Semiconductor plc (“Dialog plc”) entered into a Securities Purchase Agreement (the “Securities Purchase Agreement”) pursuant to which the Company agreed to sell to Dialog plc 763,552 shares (“Shares”) of the Company’s common stock (“Common Stock”) and a warrant (“Warrant”) to purchase up to 763,552 shares (“Warrant Shares”) of Common Stock for an aggregate purchase price of \$10,000,011.48. The Warrant may only be exercised on a cashless basis at a price of \$17.0257 per share, and may be exercised at any time between the date that is six months and a day after the closing date of the transaction (the “Closing Date”) and the three-year anniversary of the Closing Date.

The Securities Purchase Agreement also provides that, until the earlier of (i) the three-year anniversary of the Closing Date or (ii) the effective date of termination of the Alliance Agreement (the “Voting Period”), Dialog plc and its affiliates agreed to vote all of their shares of Common Stock in the manner recommended by the Company’s board of directors (the “Board”), with specified exceptions. In elections of Board members, Dialog plc and its affiliates are obligated to vote their shares in favor of individuals recommended by the Board for election. During the Voting Period, Dialog plc and its affiliates may not acquire any additional voting securities of the Company other than Warrant Shares without consent of the Board. Dialog plc also agreed to restrictions on its ability to seek to control the management. Dialog plc will not sell, transfer or otherwise dispose of the Shares or Warrant Shares for a period of six months after the closing of the transaction, subject to certain exceptions, and Dialog plc agreed not to sell more than a specified amount of Shares or Warrant Shares in any calendar week through the end of the Voting Period. The Company agreed to file registration statements registering Dialog plc’s re-offer and resale of the Shares and the Warrant Shares under certain circumstances.

**Item 3.02. Unregistered Sales of Equity Securities.**

On November 6, 2016, the Company and Dialog plc entered into the Securities Purchase Agreement, pursuant to which the Company agreed to sell to Dialog plc 763,552 shares of Common Stock and a warrant to purchase up to 763,552 shares of Common Stock for an aggregate purchase price of \$10,000,011.48. The Warrant may only be exercised on a cashless basis at a price of \$17.0257 per share, and may be exercised at any time between the date that is six months and a day after the Closing Date and the three-year anniversary of the Closing Date. The offer and sale of these securities was exempt from registration under the Securities Act, pursuant to Section 4(a)(2) of the Securities Act and Rule 506 promulgated thereunder, based on the fact that it was a sale to only one purchaser, which immediately prior to making the sale the Company believed to be an accredited investor.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press Release, dated November 7, 2016, issued by Energois Corporation.

**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.

**ENERGOUS CORPORATION**

Date: November 8, 2016

By: /s/ Brian Sereda  
Brian Sereda  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Press Release, dated November 7, 2016, issued by Energous Corporation.
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November 7, 2016



## **Energous Corporation and Dialog Semiconductor's New Strategic Partnership Will Accelerate Wireless Charging Adoption**

### **The partnership accelerates early-market adoption of Energous' disruptive WattUp wireless charging technology with Dialog as the exclusive supplier**

SAN JOSE, CA -- (Marketwired) -- 11/07/16 -- Energous Corporation (NASDAQ: WATT), the developer of WattUp®, a revolutionary wire-free charging technology that provides over-the-air power at a distance, today announced a strategic partnership with Dialog Semiconductor plc (XETRA: DLG), a provider of highly-integrated power management, AC/DC power conversion, solid state lighting (SSL) and Bluetooth® low-energy (LE) technology. Dialog has agreed to make a strategic \$10 million investment in Energous and become the exclusive component supplier of the WattUp technology, while Energous is able to leverage Dialog's broad sales and distribution channels to accelerate market adoption.

Energous' WattUp technology provides a unique and more extensive wireless-charging experience compared to traditional, coil-based technologies. By sending energy safely through the air using radio frequencies, WattUp is able to deliver intelligent, scalable power in a similar way to a Wi-Fi router. WattUp differs from inductive or resonant wireless charging systems in that it delivers power at a distance, to multiple devices, in any orientation, resulting in a wire-free experience that has the ability to transform the way consumers and industries charge and power electronic devices at home, in the office, in the car and beyond.

The strategic relationship will enhance the existing synergies between Energous' uncoupled wireless charging technology and Dialog's power saving technologies. Energous WattUp technology uses Dialog's SmartBond® Bluetooth low energy solution as the out-of-band communications channel between the wireless transmitter and receiver. Dialog's power management technology is then used to distribute power from the WattUp receiver integrated circuit (IC) to the rest of the device while Dialog's AC/DC Rapid Charge™ power conversion technology efficiently delivers power to the wireless transmitter.

WattUp uses small form factor antennas that are formed using the existing device's printed circuit board, removing the need for larger, more expensive coils. This enables broader adoption of wireless charging in a larger range of battery-powered devices, such as smartphones, tablets, Internet of Things (IoT) devices, small form factor wearables, gaming and Virtual Reality (VR)/Augmented Reality (AR) devices.

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“Energous’ WattUp technology can be thought of as wireless charging 2.0, and could deliver a wireless charging experience that is much closer to what consumers imagine by charging devices close up and at a distance, while in use and without compromising product design or adding excessive cost,” said Mark Tyndall, Senior Vice President, Corporate Development and Strategy, Dialog Semiconductor. “This strategic partnership means that Dialog is able to more closely align our synergistic technologies, supply chain and global sales resources to accelerate the deployment of Energous’ WattUp wireless transmitter and receiver technology while expanding our innovative use cases and market share.”

“The partnership brings two very complementary companies closer together, creating numerous synergies and benefits,” said Stephen R. Rizzone, President and CEO, Energous. “Energous is pleased to be able to leverage Dialog’s decades of experience in power-saving technologies as well as its robust sales channel, long term strategic relationships and world-class fab and backend operations. Working together, we will be able to accelerate the adoption of the WattUp technology and reshape the way electronic devices are charged.”

“The partnership with a top-tier semiconductor company like Dialog also represents a strong validation for Energous as we prepare to launch WattUp-enabled consumer products with our licensees in early 2017,” added Rizzone.

The strategic partnership includes positive tactical and strategic implications that will aggressively speed up customer adoption of WattUp-enabled products and streamline chip production. Benefits of the agreement include joint marketing and sales operations, including access to Dialog’s channel partners and access to Dialog’s customer base to accelerate the adoption of WattUp in smartphone and emerging IoT applications.

Energous will be showcasing the WattUp technology at CES from January 5-8, 2017 in Dialog’s demo suite located in the Venetian Palazzo Hospitality Suites as well as Energous’ demo suite located in the Hard Rock Hotel Penthouse Suite.

For more information on Dialog Semiconductor’s power management technologies, visit [www.dialog-semiconductor.com/power-management](http://www.dialog-semiconductor.com/power-management).

#### ***About Energous Corporation***

Energous Corporation is the developer of WattUp® -- an award-winning, wire-free charging technology that will transform the way consumers and industries charge and power electronic devices at home, in the office, in the car and beyond. WattUp is a revolutionary radio frequency (RF) based charging solution that delivers intelligent, scalable power via radio bands, similar to a Wi-Fi router. WattUp differs from current wireless charging systems in that it delivers contained power, at a distance, to multiple devices -- thus resulting in a wire-free experience that saves users from having to remember to plug in their devices. For more information, please visit [Energous.com](http://Energous.com), or follow Energous on Twitter and Facebook.

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### ***Safe Harbor Statement***

This press release contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that are intended to be covered by the “safe harbor” created by those sections. Forward-looking statements, which are based on certain assumptions and describe our future plans, strategies and expectations, can generally be identified by the use of forward-looking terms such as “believe,” “expect,” “may,” “will,” “should,” “could,” “seek,” “intend,” “plan,” “estimate,” “anticipate” or other comparable terms. All statements in this release that are not based on historical fact are “forward-looking statements.” Examples of forward-looking statements include, among others, statements we make regarding expectations for market developments, technological advances, anticipated results of our development efforts, and the timing for receipt of required regulatory approvals and product launches. While management has based any forward-looking statements included in this release on its current expectations, the information on which such expectations were based may change. Forward-looking statements involve inherent risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements. Important factors that could cause our actual results and financial condition to differ materially from those indicated in the forward-looking statements include, among others, the following: our ability to develop a commercially feasible technology; receipt of necessary regulatory approvals; our ability to find and maintain development partners and licensees, market acceptance of our technology, the amount and nature of competition in our industry; our ability to protect our intellectual property; and the other risks and uncertainties described in the Risk Factors and in Management’s Discussion and Analysis of Financial Condition and Results of Operations sections of our most recent annual report on Form 10-K and any subsequent quarterly reports on Form 10-Q. We urge you to consider those risks and uncertainties in evaluating our forward-looking statements. We caution readers not to place undue reliance upon any such forward-looking statements, which speak only as of the date made. Except as otherwise required by the federal securities laws, we disclaim any obligation or undertaking to publicly release any updates or revisions to any forward-looking statement contained herein (or elsewhere) to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statement is based.

### ***About Dialog Semiconductor***

Dialog Semiconductor is a leading provider of integrated circuits (ICs) that power the Internet of Things. Dialog solutions are integral to some of today’s leading mobile devices and the enabling element for increasing performance and productivity on the go. From making smartphones more power efficient, enabling home appliances to be controlled from anywhere, to connecting the next generation of wearable devices, Dialog’s decades of experience and world-class innovation help manufacturers get to what’s next.

Dialog operates a fables business model and is a socially responsible employer pursuing many programs to benefit the employees, community, other stakeholders and the environment we operate in. Dialog Semiconductor plc is headquartered in London with a global sales, R&D and marketing organization. In 2015, it had approximately \$1.35 billion in revenue and was one of the fastest growing European public semiconductor companies. It currently has approximately 1,680 employees worldwide. The company is listed on the Frankfurt (FRANKFURT: DLG) stock exchange (Regulated Market, Prime Standard, ISIN GB0059822006) and is a member of the German TecDax index.

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For more information, visit [www.dialog-semiconductor.com](http://www.dialog-semiconductor.com).

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