

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): June 28, 2017

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement.

Securities Purchase Agreement

On June 28, 2017, 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 976,139 shares (“Shares”) of the Company’s common stock (“Common Stock”) and a warrant (“Warrant”) to purchase up to 654,013 shares (“Warrant Shares”) of Common Stock for an aggregate purchase price of approximately \$15,000,000. The Warrant may only be exercised on a cashless basis at a price of \$19.9766 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 Strategic Alliance Agreement between the Company and Dialog plc dated as of November 6, 2016 (the “Voting Period”), Dialog plc and its affiliates agreed to vote the Shares and Warrant Shares 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 the Shares and Warrant Shares in favor of individuals recommended by the Board for election. Prior to November 6, 2019, Dialog plc and its affiliates may not acquire any additional voting securities of the Company, other than Common Stock issuable upon exercise of warrants currently owned by Dialog plc or its affiliates, 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 June 28, 2017, the Company and Dialog plc entered into the Securities Purchase Agreement, pursuant to which the Company sold and issued to Dialog plc 976,139 shares of Common Stock and a warrant to purchase up to 654,013 shares of Common Stock for an aggregate purchase price of approximately \$15,000,000. The Warrant may only be exercised on a cashless basis at a price of \$19.9766 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.

Exhibit No.	Description
99.1	Press Release, dated June 28, 2017, issued by Energous 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: June 29, 2017

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

EXHIBIT INDEX

Exhibit No.	Description
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99.1	Press Release, dated June 28, 2017, issued by Energous Corporation.
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Dialog Semiconductor Invests Additional \$15 Million in Energous Corporation

Strategic investment will help expand market adoption of disruptive RF-based WattUp wireless charging technology

SAN JOSE, CA – June 28, 2017– [Energous Corporation](#) (NASDAQ: WATT), the developer of WattUp[®], a revolutionary wire-free charging technology that provides over-the-air power, today announced that Dialog Semiconductor plc (XETRA: DLG) is investing an additional \$15 million in Energous and will continue as the exclusive component supplier of WattUp technology. Energous will continue to have access to Dialog’s broad sales and distribution channels to help advance its go-to-market strategy.

“We are looking forward to building on the progress that we have made to streamline our production and to accelerate deployment of Energous’ technology into more consumer products and markets. This additional investment from Dialog is a testament to their commitment to supporting the development of innovative, next-generation technologies that address consumer challenges and demands.”

This \$15 million investment from Dialog adds to its initial investment of \$10 million at the beginning of the [partnership](#) in November 2016. The partnership combines 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 IC to the rest of the device while Dialog’s AC/DC Rapid Charge[™] power conversion technology efficiently delivers power to the wireless transmitter.

“We are looking forward to building on the progress that we have made to streamline our production and to accelerate deployment of Energous’ technology into more consumer products and markets. This additional investment from Dialog is a testament to their commitment to supporting the development of innovative, next-generation technologies that address consumer challenges and demands,” said **Stephen R. Rizzone, president and CEO of Energous**. “Since our partnership announcement in late 2016, we have made great strides, and have been working very closely with Dialog to integrate and align our resources. Our combined teams have been visiting our shared customers to demonstrate the technology, and have seen increased interest as evidenced by our continuously growing and robust customer pipeline.”

“Dialog believes that there is a large demand for completely untethered wireless charging, as more consumer electronics manufacturers seek to add new capabilities to their devices to differentiate themselves,” said **Mark Tyndall, senior vice president of Corporate Development & Strategy at Dialog**. “Our joint focus is now on supporting our customers around the world to bring WattUp-enabled products to the mass market, while pushing the boundaries of wireless charging’s possibilities.”



Energous' WattUp technology provides a unique and more extensive wireless-charging experience compared to older wireless technologies. By sending energy safely through the air using radio frequencies, WattUp is able to deliver intelligent, scalable power, creating a superior experience compared to coil-based technologies. WattUp differs from older wireless charging systems in that it delivers power at distances of up to 15 feet, to multiple devices, in any orientation. Its small form factor antennas utilize the existing device's printed circuit board, removing the need for larger, more expensive coils and enabling broader adoption of wireless charging in a larger range of connected devices that can be used in the home, office, car and beyond.

For more information on WattUp technology, visit www.energous.com and www.dialog-semiconductor.com/energous.

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 older 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, or follow Energous on Twitter and Facebook.

Safe Harbor Statement

This press release contains forward-looking statements that describe our future plans and expectations. These statements generally use terms such as "believe," "expect," "may," "will," "should," "could," "seek," "intend," "plan," "estimate," "anticipate" or similar terms. Examples of our forward-looking statements in this release include our statements about our partnership with Dialog, development of market demand, production and deployment of products. Our forward-looking statements speak only as of this date; they are based on current expectations and we undertake no duty to update them. Factors that could cause actual results to differ from what we expect include: unexpected delays in our ability to develop commercially feasible technology; uncertain timing of necessary regulatory approvals; timing of customer orders and success of customer products; our dependence on distribution partners; market acceptance of our technology; and intense industry competition. We urge you to consider those factors, and the other risks and uncertainties described in our most recent annual report on Form 10-K and subsequent quarterly reports on Form 10-Q, in evaluating our forward-looking statements.

About Dialog Semiconductor

Dialog Semiconductor is a leading provider of integrated circuits (ICs) that power mobile devices and 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 and shortening charging times, 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 fabless 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 2016, it had approximately \$1.198 billion in revenue and was one of the fastest growing European public semiconductor companies. It currently has approximately 1,770 employees worldwide. The company is listed on the Frankfurt (FWB: DLG) stock exchange (Regulated Market, Prime Standard, ISIN GB0059822006) and is a member of the German TecDax index.



For more information, visit www.dialog-semiconductor.com.

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