

TRAVELZOO
Form 8-K
June 28, 2018

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): June 22, 2018

Travelzoo
(Exact name of registrant as specified in its charter)

Delaware 000-50171 36-4415727
(State or Other (Commission(I.R.S. Employer
Jurisdiction of File Number)Identification No.)
Incorporation)

590 Madison Avenue, 37th 10022
Floor
New York, New York
(Address of principal (Zip Code)
executive offices)

Registrant's telephone number, including area
code (212) 484-4900
(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 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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On June 22, 2018, Travelzoo entered into an employment agreement with Michael Peterson for the position of Chief Technology Officer (CTO). The terms of the employment agreement and a related option agreement were unanimously approved by the independent compensation committee of Travelzoo's board of directors. Mr. Peterson receives a base salary of \$350,000 (annualized). He receives a performance bonus of up to \$50,000 per quarter if certain performance targets are met. Mr. Peterson was granted options to purchase 50,000 shares of Travelzoo's common stock. The options are expected to vest over four years in equal installments of 25% on June 22, 2019, June 22, 2020, June 22, 2021, and June 22, 2022.

The information set forth above relating to the employment agreement and option agreement between Travelzoo and Mr. Peterson is qualified in its entirety by reference to the full text of the agreements, which are filed as exhibits to this report.

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.

TRAVELZOO

Date: June 28, 2018 By: /s/ Glen Ceremony
Glen Ceremony
Chief Financial Officer

EXHIBIT INDEX

Exhibit Description

- 10.22 Employment agreement between Travelzoo and Michael Peterson, dated June 22, 2018
10.23 Non-qualified option agreement between Travelzoo and Michael Peterson, dated June 22, 2018