

MAGICJACK VOCALTEC LTD

Form 8-K

May 12, 2015

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): May 6, 2015

MAGICJACK VOCALTEC LTD.  
(Exact name of registrant as specified in its charter)

Israel	000-27648	
(State or other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification No.)

19 HARTOM STREET, BINAT BUILDING 5th FLOOR  
HAR HOTZVIM, JERUSALEM 9777518, ISRAEL  
(Address of principal executive offices, including zip code)

Telephone: (561) 749-2255  
(Registrant's telephone number, including area code)

Not Applicable  
(Former name or former address, if changed since last report)

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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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Section 2 – Financial Information

Item 2.02. Result of Operations and Financial Condition

On May 11, 2015, magicJack VocalTec Ltd. (the "Company") issued a press release announcing its financial results for the first quarter ended March 31, 2015. A copy of the press release is furnished herewith as Exhibit 99.1. The Company held a conference call on May 11, 2015 to discuss these financial results, a transcript of which is furnished herewith as Exhibit 99.2.

In its press release, the Company included non-GAAP financial measures, as defined in Regulation G promulgated by the Securities and Exchange Commission. The press release sets forth the reasons the Company believes that presentation of the non-GAAP financial measures provides useful information to investors regarding the Company's financial condition and results of operations. A reconciliation of these non-GAAP financial measures with the most directly comparable GAAP financial measures is also included in the press release.

The information in this Item 2.02 (including Exhibit 99.1 and Exhibit 99.2) shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such a filing.

Section 5 – Corporate Governance and Management

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On May 6, 2015, the Company and Timothy McDonald, the Company's Chief Operating Officer, reached agreement regarding termination of Mr. McDonald's employment with the Company effective June 5, 2015. The mutually agreed upon separation will be treated as termination of Mr. McDonald's employment by the Company without "cause" (as defined in the Executive Employment Agreement between Mr. McDonald and the Company, dated December 13, 2013). The Company and Mr. McDonald intend to enter into a Separation Agreement on or prior to June 5, 2015 that will set forth the payments to be made by the Company to Mr. McDonald and a general release by Mr. McDonald as required by the terms of Mr. McDonald's Executive Employment Agreement. The Company and Mr. McDonald also intend to enter into a Consulting Agreement on or prior to June 5, 2015 that will set forth the terms upon which Mr. McDonald will provide consulting services to the Company.

Section 9 – Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits

Exhibit Number	Description
99.1	Press release dated May 11, 2015
99.2	Transcript of earnings call held on May 11, 2015

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.

Company Name

By: /s/ Jose Gordo  
Name: Jose Gordo  
Title: Chief Financial Officer

Date: May 12, 2015

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EXHIBIT INDEX

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