

ARI NETWORK SERVICES INC /WI
Form 424B3
June 03, 2014

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-188093

PROSPECTUS SUPPLEMENT NO. 6

ARI NETWORK SERVICES, INC.

4,330,667 shares of Common Stock

This prospectus supplement relates to the prospectus dated November 15, 2013, as supplemented by Prospectus Supplement No. 1 dated November 26, 2013, Prospectus Supplement No. 2 dated December 10, 2013, Prospectus Supplement No. 3 dated December 19, 2013, Prospectus Supplement No. 4 dated January 13, 2014 and Prospectus Supplement No. 5 dated March 27, 2014, which covers the sale of an aggregate of up to 4,330,667 shares of our common stock, \$0.001 par value per share (the "Common Stock"), by the selling security holders identified in the prospectus (collectively with any such holder's transferee, pledgee, donee or successor, referred to below as the "Selling Shareholders"). The Common Stock covered by the prospectus consists of (i) 3,200,000 shares of Common Stock which were issued in a private placement pursuant to a Securities Purchase Agreement we entered into on March 12, 2013 with selected accredited investors (the "Securities Purchase Agreement"); (ii) 1,066,667 shares of Common Stock issued or issuable upon exercise of warrants issued pursuant to the Securities Purchase Agreement (the "Purchaser Warrants"); and (iii) 64,000 shares of Common Stock issuable upon exercise of the warrants issued to affiliates of the placement agent in connection with the private placement as consideration for the placement agent's services (together with the Purchaser Warrants, the "Warrants").

We will not receive any proceeds from the sale by the Selling Shareholders of the shares covered by the prospectus. To the extent Warrants are exercised for cash, we will receive the exercise price for those Warrants.

This prospectus supplement is being filed to include the information set forth in our report on Form 8-K filed on May 21, 2014 and in our Form 8-K/A filed on May 29, 2014, each of which is set forth below. This prospectus supplement should be read in conjunction with the prospectus, which is to be delivered with this prospectus supplement.

Our Common Stock is traded on the NASDAQ Capital Market under the symbol "ARIS". The last reported market price of our Common Stock on the NASDAQ Capital Market on May 29, 2014 was \$2.72 per share. Our executive offices are located at 10850 West Park Place, Suite 1200, Milwaukee, Wisconsin 53224, and our telephone number is (414) 973-4300.

Investing in our securities involves risks. You should carefully consider the Risk Factors beginning on page 1 of the prospectus before you make an investment in our securities.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if the prospectus or this prospectus supplement are truthful or complete. Any representation to the contrary is a criminal offense.

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The date of this prospectus supplement is June 3, 2014

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): **May 15, 2014**

ARI NETWORK SERVICES, INC.

(Exact name of registrant as specified in its charter)

Wisconsin

(State or other jurisdiction
of incorporation)

0-19608

(Commission
File Number)

39-1388360

(IRS Employer
Identification No.)

10850 West Park Place, Suite 1200

Milwaukee, Wisconsin

(Address of principal executive offices)

53224

(Zip Code)

Registrant's telephone number, including area code: **(414) 973-4300**

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))

Item 5.02.

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

On May 15, 2014, Brian E. Dearing resigned from the Board of Directors of ARI Network Services, Inc. (the Company), effective immediately. Mr. Dearing was also a member of the Company s Acquisitions Committee. In recognition of his many years of service to the Company in various capacities, the Company determined to accelerate the vesting of all of Mr. Dearing s outstanding stock option and restricted stock awards, to vest immediately upon his resignation. Mr. Dearing s resignation was not due to any disagreement with the Company on any matter relating to its operations, policies or practices.

SIGNATURE

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.

Date: May 21, 2014

ARI NETWORK SERVICES, INC.

By:

/s/ William A. Nurthen

William A. Nurthen
Chief Financial Officer

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **January 7, 2014**

ARI NETWORK SERVICES, INC.

(Exact name of registrant as specified in its charter)

Wisconsin

(State or other jurisdiction
of incorporation)

0-19608

(Commission
File Number)

39-1388360

(IRS Employer
Identification No.)

10850 W. Park Place, Suite 1200

Milwaukee, Wisconsin

(Address of principal executive offices)

53224

(Zip Code)

Registrant's telephone number, including area code: **(414) 973-4300**

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:

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- “ 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))

Item 5.07.

Results of Operations and Financial Condition.

As previously reported on the Current Report on Form 8-K filed on January 8, 2014, at the January 7, 2014 Annual Meeting of Shareholders of ARI Network Services, Inc. (the Company) the Company's shareholders voted on, among other matters, an advisory proposal on the frequency of future advisory votes on executive compensation (the Say on Frequency Vote). As previously disclosed in the original Form 8-K, the shareholders voted at the Annual Meeting to hold future advisory votes on executive compensation every three years, in accordance with the recommendation of the Company's Board of Directors. Based on the results of the Say on Frequency Vote and the previous recommendation of the Board, the Company has determined that it will include an advisory vote on executive compensation in the Company's proxy materials once every three years, until such time as another advisory vote on the frequency of such non-binding advisory votes on executive compensation is held, in accordance with Section 14A(a)(2) of the Securities Exchange Act of 1934, as amended.

Except for the foregoing, this Form 8-K/A does not modify or update any other disclosure contained in the original Form 8-K, and should be read in conjunction with the original Form 8-K.

SIGNATURE

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.

Dated: May 29, 2014

ARI NETWORK SERVICES, INC.

By:

/s/ William A. Nurthen

William A. Nurthen

Chief Financial Officer