

ARI NETWORK SERVICES INC /WI
Form 424B3
January 08, 2015

Filed Pursuant to Rule 424(b)(3)

Registration No. 333-188093

PROSPECTUS SUPPLEMENT NO. 2

ARI NETWORK SERVICES, INC.

900,000 shares of Common Stock

This prospectus supplement relates to the prospectus dated December 4, 2014, as supplemented by Prospectus Supplement No. 1 dated December 19, 2014, which covers the sale of up to 900,000 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 as the Selling Shareholders). The 900,000 shares of Common Stock covered by the prospectus were issued in a private placement pursuant to a Securities Purchase Agreement we entered into on March 12, 2013 with selected accredited investors.

We will not receive any proceeds from the sale by the Selling Shareholders of the shares covered by the prospectus.

This prospectus supplement is being filed to supplement the prospectus with the information set forth in our current report on Form 8-K filed on January 7, 2015 which is set forth in its entirety 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 January 6, 2015 was \$3.64 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 2 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.

The date of this prospectus supplement is January 8, 2015

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): **January 6, 2015**

ARINetwork 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 5.07.

Submission of Matters to a Vote of Security Holders.

At the 2015 Annual Meeting of Shareholders of ARI Network Services, Inc. (ARI) held on January 6, 2015, the following matters were voted upon:

(1)

Votes were cast for the following individuals in the following numbers to serve as a director of ARI:

| <u>For</u> | <u>Against</u> | <u>Withheld</u> | <u>Broker non-votes</u> |
|------------|----------------|-----------------|-------------------------|
|------------|----------------|-----------------|-------------------------|

Roy W. Olivier

8,005,322

0

| | | | |
|-------|-----------|--|--|
| 9,812 | 3,611,915 | | |
|-------|-----------|--|--|

P. Lee Poseidon

| | | | |
|-----------|---|---------|-----------|
| 7,086,610 | 0 | 928,524 | 3,611,915 |
|-----------|---|---------|-----------|

(2)

Proposal to ratify the appointment of Wipfli LLP as independent auditors for ARI s fiscal year ending July 31, 2015.

| <u>For</u> | <u>Against</u> | <u>Abstain</u> | <u>Broker non-votes</u> |
|------------|----------------|----------------|-------------------------|
|------------|----------------|----------------|-------------------------|

| | | | |
|------------|---------|-------|---|
| 11,450,833 | 174,966 | 1,250 | 0 |
|------------|---------|-------|---|

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: January 7, 2015

ARI NETWORK SERVICES, INC.

By:

/s/ William A. Nurthen

William A. Nurthen
Chief Financial Officer, Treasurer and Secretary