

Bridgeline Digital, Inc.

Form 8-K

June 24, 2013

**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 19, 2013**

**BRIDGELINE DIGITAL, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**      **001-33567**      **52-2263942**  
(State or other    (Commission    (IRS Employer  
jurisdiction of    File Number)    Identification No.)  
incorporation)

**80 Blanchard Road**

**Burlington, MA 01803**

(Address of principal executive offices, including zip code)

**(781) 376-5555**

(Registrant's telephone number, including area code)

(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

Soliciting material pursuant to Rule 14a-12 under the Exchange Act

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

### **Item 1.01. Entry into a Material Definitive Agreement**

On June 19, 2013, Bridgeline Digital entered into a Securities Purchase Agreement (the "Purchase Agreement") with accredited investors pursuant to which Bridgeline Digital sold an aggregate of 460,000 Units at a purchase price of \$5.00 per Unit. Each Unit consisted of five shares of common stock and a five year warrant to purchase one share of common stock at a price equal to \$1.25 per share. Taglich Brothers, Inc. served as placement agent for the transaction. The gross proceeds to Bridgeline Digital at the closing of this private placement were \$2,300,000.

The Units, shares of common stock, warrants and shares of common stock underlying the warrants issued in the transaction are restricted securities and may be sold only pursuant to Rule 144 or in another transaction exempt from the registration requirements under the Securities Act of 1933. Pursuant to the terms of the Purchase Agreement, Bridgeline Digital has agreed to provide piggyback registration rights with respect to the shares of common stock purchased in the transaction and the shares of common stock underlying the warrants in the event Bridgeline Digital files a registration statement, with certain limited exceptions.

As compensation for acting as placement agent, Bridgeline Digital paid Taglich Brothers, Inc. a cash payment of \$184,000 and issued Taglich Brothers, Inc., and its affiliates, five year warrants to purchase an aggregate of 230,000 shares of Bridgeline Digital's common stock at a price equal to \$1.25 per share. Bridgeline Digital agreed to provide piggyback registration rights with respect to the shares of common stock underlying the warrants.

The description of agreements and securities contained in this Form 8-K is qualified in its entirety by reference to the full text of the agreements and securities that Bridgeline Digital filed as exhibits to this Form 8-K.

### **Item 3.02. Unregistered Sales of Equity Securities**

See the disclosure set forth in Item 1.01 above, which is incorporated herein by reference.

The securities offered, issued and sold pursuant to the private placement were issued without registration and are subject to restrictions under the Securities Act of 1933, as amended, and the securities laws of certain states, in reliance on the private offering exemptions contained in Section 4(2) of the Securities Act of 1933 and on Regulation D promulgated thereunder, and in reliance on similar exemptions under applicable state laws as a transaction not involving a public offering.

**Item 9.01 Financial Statements and Exhibits**

*Explanatory Note Regarding Exhibits*

Investors should not rely on or assume the accuracy of representations and warranties in negotiated agreements that have been publicly filed because such representations and warranties may be subject to exceptions and qualifications contained in separate disclosure schedules, because such representations may represent the parties' risk allocation in the particular transaction, because such representations may be qualified by materiality standards that differ from what may be viewed as material for securities law purposes or because such representations may no longer continue to be true as of any given date.

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(d) Exhibits.

<b>Exhibit No.</b>	<b>Exhibit Description</b>
10.1	Securities Purchase Agreement between Bridgeline Digital, Inc. and the investors named therein, dated June 19, 2013.
10.2	Form of Common Stock Purchase Warrant issued to investors, dated June 19, 2013.
10.3	Form of Common Stock Purchase Warrant issued to placement agent, dated June 19, 2013.

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**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.

**BRIDGELINE DIGITAL, INC.**  
(Registrant)

By:                   /s/ Michael D. Prinn  
                          Michael D. Prinn  
                          Executive Vice President and  
                          Chief Financial Officer

Date: June 21, 2013

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**EXHIBIT INDEX**

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