

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): August 22, 2017

FINJAN HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-33304
(Commission
File Number)

20-4075963
(IRS Employer
Identification No.)

2000 University Avenue, Suite 600, East Palo Alto, CA
(Address of principal executive offices)

94303
(Zip Code)

Registrant's telephone number, including area code: 650-282-3228

(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 (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 1.01. Entry into a Material Definitive Agreement.

On August 28, 2017, Finjan Holdings, Inc. (the “Company”), and Finjan Blue, Inc., its wholly-owned subsidiary (“Finjan Blue”), announced that the Company, Finjan Blue and International Business Machines Corporation, a New York corporation (“IBM”) have entered into a Patent Assignment and Support Agreement (the “Patent Assignment Agreement”) effective as of August 24, 2017. Pursuant to the Patent Assignment Agreement, Finjan Blue acquired select IBM patents in the security sector (the “IBM Security Patents”) in exchange for \$8.5 million cash, payable as follows: (A) \$2.0 million upon execution of the Patent Assignment Agreement and (B) \$6.5 million over the subsequent four years. The Company has provided IBM with an unconditional and irrevocable guarantee with respect to Finjan Blue’s obligations under such agreement.

IBM will cooperate with Finjan Blue in Finjan Blue’s monetization of the IBM Security Patents, however IBM will not receive further proceeds from such monetization efforts. IBM does have reservation of rights with respect to the IBM Security Patents for its current licensees and open source initiatives. Finjan Blue and IBM also agreed to explore further development and licensing opportunities. The terms of the Patent Assignment Agreement are confidential.

The foregoing description of the Patent Assignment Agreement is qualified in its entirety by reference to the full text of the Patent Assignment Agreement which the Company intends to file with the Securities and Exchange Commission as an exhibit to the applicable periodic report. The Company also intends to seek confidential treatment of certain terms and provisions of the Patent Assignment Agreement in connection with the filing of such agreement, in accordance with the procedures of the Securities and Exchange Commission.

A copy of the press release issued by the Company relating to the matters discussed above is attached hereto as Exhibit 99.1 and is incorporated herein by reference. As mentioned in the press release, the Company will host a call with stockholders to discuss Finjan Blue and the Company’s plans regarding the IBM Security Patents on Monday, August 28, 2017 at 1:30 p.m. Pacific Time/4:30 p.m. Eastern Time. The information in the press release 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, unless the Company specifically states that the information is to be considered “filed” under the Exchange Act or incorporates it by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act.

Cautionary Statement Regarding Forward-Looking Information

This Report contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, which reflect our current view of future events and financial performance. Words such as “expect” and similar expressions identify forward-looking statements, which include, but are not limited to, statements regarding the potential success of pending litigation. Forward-looking statements are based only on the Company’s current assumptions and views of future events and financial performance. They are subject to known and unknown risks and uncertainties, many of which are outside of the Company’s control, which may cause the Company’s actual results to be materially different from planned or expected results. Those risks and uncertainties include, but are not limited to, the terms of a definitive Patent Assignment Agreement with IBM. There can be no assurances that the Company will achieve expected results, and actual results may be materially less than expectations. While we believe that our assumptions are reasonable, we caution that it is impossible to predict the degree to which any such factors could cause actual results to differ materially from predicted results. Please refer to the Company’s most recent Form 10-K and subsequent filings for a further discussion of risks and uncertainties. Investors should take such risks into account and should not rely on forward-looking statements when making investment decisions. We intend the forward-looking statements in this Report to speak only as of the date of this Report and do not undertake to update these forward-looking statements as more information becomes available

Item 2.01. Completion of Acquisition or Disposition of Assets.

Reference is made to the disclosure set forth under Item 1.01 of this Current Report on Form 8-K, which disclosure is incorporated into this Item 2.01 by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

Reference is made to the disclosure set forth under Item 1.01 of this Current Report on Form 8-K, which disclosure is incorporated into this Item 2.03 by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
99.1	Press Release, dated August 28, 2017, entitled “Finjan Announces Formation of New Subsidiary, Finjan Blue, Inc. – Finjan and IBM Enter Patent Acquisition and Development Agreement.”

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.

FINJAN HOLDINGS, INC.

Date: August 28, 2017

By: /s/ Philip Hartstein

Philip Hartstein

President & Chief Executive Officer



Finjan Announces Formation of New Subsidiary, Finjan Blue, Inc.
Finjan and IBM Enter Patent Acquisition and Development Agreement

EAST PALO ALTO, CA – Aug. 28, 2017 -- Finjan Holdings, Inc. (NASDAQ: FNJN), a cybersecurity company, today announced that it has formed a new subsidiary, Finjan Blue, Inc., a Delaware corporation and wholly owned subsidiary of Finjan Holdings, which has entered into a patent acquisition and development agreement with IBM (NYSE: IBM), and includes pathways for the two companies to consider development efforts in the future. The Agreement, the terms of which are confidential, includes the transfer of select security-related patent assets and provides for the sharing of pertinent institutional knowledge and resources by IBM to Finjan Blue.

"Finjan returns to its roots with a business relationship it had with IBM nearly 20 years ago that included Finjan shipping its early enterprise appliance products on the IBM e-series chassis." said Phil Hartstein, President and CEO of Finjan Holdings. "This Agreement sets the foundation for us to work cooperatively with IBM now and into the future, bolsters our growth, and fits squarely within our strategic objectives."

A call to discuss Finjan's new subsidiary, Finjan Blue, Inc. will be held on Monday, August 28, 2017 at 1:30 p.m. PT/ 4:30 p.m. ET. Interested parties can dial in 1-855-327-6837. The call will also be webcasted on the IR section of Finjan's website <https://ir.finjan.com/ir-calendar>.

ABOUT FINJAN

Established nearly 20 years ago, Finjan is a globally recognized leader in cybersecurity. Finjan's inventions are embedded within a strong portfolio of patents focusing on software and hardware technologies capable of proactively detecting previously unknown and emerging threats on a real-time, behavior-based basis. Finjan continues to grow through investments in innovation, strategic acquisitions, and partnerships promoting economic advancement and job creation. For more information, please visit www.finjan.com. Finjan® is the registered trademark of Finjan Holdings, Inc.

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Cautionary Note Regarding Forward-Looking Statements

Except for historical information, the matters set forth herein that are forward-looking statements involve certain risks and uncertainties that could cause actual results to differ. Potential risks and uncertainties include, but are not limited to, Finjan's expectations and beliefs

regarding Finjan's licensing program, the outcome of pending or future enforcement actions, the granting of Inter Partes Review (IPR) of our patents or an unfavorable determination pursuant to an IPR or other challenges at the USPTO of our patents, the enforceability of our patents, the cost of litigation, timing of redemption of shares of preferred stock, the unpredictability of our cash flows, our ability to expand our technology and patent portfolio, the continued use of our technologies in the market, our stock price, changes in the trading market for our securities, regulatory developments, general economic and market conditions, the market acceptance and successful business, technical and economic implementation of Finjan Holdings' intended operational plan; and the other risk factors set forth from time to time in our filings with the SEC, including our Annual Report on Form 10-K for the year ended December 31, 2016, and the Company's periodic filings with the SEC, copies of which are available free of charge at the SEC's website at www.sec.gov or upon request from Finjan Holdings, Inc. All forward-looking statements herein reflect our opinions only as of the date of this release. These statements are not guarantees of future performance and actual results could differ materially from our current expectations. Finjan Holdings undertakes no obligation, and expressly disclaims any obligation, to update forward-looking statements herein in light of new information or future events.

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