

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): July 2, 2018

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 8.01. Other Events.

On July 2, 2018, Finjan Holdings, Inc. (the “Company”), including its wholly-owned subsidiaries, Finjan, Inc. (“Finjan”), Finjan Mobile, Inc. (“Finjan Mobile”) and Finjan Blue, Inc. (“Finjan Blue” and collectively with the Company, Finjan and Finjan Mobile, the “Finjan Parties”), announced that the Finjan Parties and Trend Micro Incorporated (K.K.), a Japanese corporation (“Trend Micro Japan”) and Trend Micro, Inc., a California corporation (“Trend Micro U.S. and collectively with Trend Micro Japan, the “Trend Micro Parties”) have reached a mutually agreed Confidential Patent License Agreement (the “License Agreement”) effective as of June 29, 2018 (“Effective Date”).

The License Agreement provides that the Trend Micro Parties will obtain a license to, among others, the Finjan patents and pay the Finjan Parties \$13.4 million in cash within five (5) business days of the Effective Date of the License Agreement. Further, upon acquisition by the Trend Micro Parties of certain entities, the Trend Micro Parties will pay additional license fees to the Finjan Parties, unless otherwise mutually agreed to by the Company and the Trend Micro Parties. Further, the License Agreement has additional provisions relating to certain unlicensed products of any company that acquires a Trend Micro Party, in which case additional license fees may apply. The parties also entered into related agreements with respect to their respective patents, including the transfer of select security-related patent assets from the Trend Micro Parties to the Finjan Parties. The remaining terms of the License Agreement are confidential.

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. 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.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
99.1	<u>Press Release, dated July 2, 2018, entitled “Finjan and Trend Micro Enter into Confidential Patent License Agreement – Result will drive innovation through select sharing of intellectual property.”</u>

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: July 2, 2018

FINJAN HOLDINGS, INC.

By: /s/ Philip Hartstein
Philip Hartstein
President & Chief Executive Officer



Finjan and Trend Micro Enter into Confidential Patent License Agreement

Result will drive innovation through select sharing of intellectual property

EAST PALO ALTO, Calif. and SAN JOSE, Calif., July 2, 2018 -- Finjan Holdings, Inc. (NASDAQ: FJN), and its subsidiaries, Finjan, Inc. ("Finjan"), Finjan Mobile, Inc. ("Finjan Mobile"), and Finjan Blue, Inc. ("Finjan Blue"), a pioneer in cybersecurity technologies, and Trend Micro Incorporated (TYO: 4704; TSE: 4704), a global leader in cybersecurity solutions, today announced that they had entered into an on-going license arrangement.

Under this arrangement, both companies will benefit in a number of ways. Trend Micro gains access to Finjan's broad cybersecurity patent portfolio, and Finjan will strengthen its leadership in embedded cybersecurity technologies and intellectual property through the transfer of select security-related patent assets from Trend Micro. Each party also gains more limited access to the other's patent portfolio for a certain number of years.

"We are proud to have the expertise to support the complex needs of companies like Trend Micro," stated Julie Mar-Spinola, Chief Intellectual Property Officer and VP, Legal Operations for Finjan. "The companies' mutual respect for each other's technologies and patents made it possible for us to come to agreement efficiently and effectively," Ms. Mar-Spinola continued.

"We recognize Trend Micro's commitment to superior products and we are happy to be providing them with some critical IP rights," commented John Garland, Finjan's Director of Business Development & Licensing.

"With 30 years' experience specializing in cybersecurity, we fundamentally believe that it takes the entire village to fight the hackers. We are very pleased to be entering into an agreement where we are both equipped with the necessary intellectual property to take on that fight," said Felix Sterling, executive vice president and chief legal officer, Trend Micro.

The effective date of the agreements is June 29, 2018 and terms of the agreements are confidential.

ABOUT FINJAN

Established more than 20 years ago, Finjan is a globally recognized pioneer 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.

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ABOUT TREND MICRO

Trend Micro Incorporated, a global leader in cybersecurity solutions, helps to make the world safe for exchanging digital information. Our innovative solutions for consumers, businesses, and governments provide layered security for data centers, cloud environments, networks, and endpoints. All our products work together to seamlessly share threat intelligence and provide a connected threat defense with centralized visibility and control, enabling better, faster protection. With over 6,000 employees in over 50 countries and the world's most advanced global threat intelligence, Trend Micro enables organizations to secure their journey to the cloud. For more information, visit www.trendmicro.com.

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, 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, 2017, 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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