

Form 8-K Triggering Events

Weil

COMMON 8-K TRIGGERING EVENTS

1.01/1.02 Entry or Termination of a Material Definitive Agreement

- Entry into (including by succession, assignment or operation of law) a material definitive agreement or a material amendment to such agreement not made in the ordinary course of business.
- Termination of a material definitive agreement (other than by expiration or completion in accordance with its terms).

2.02 Results of Operations & Financial Condition

- Any public announcement disclosing any material non-public information regarding the company's results of operations or financial condition in respect of a completed quarterly or annual fiscal period.

5.02* Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers' Compensatory Arrangements of Certain Officers

- Departure (or notification of intended departure) or refusal to stand for reelection of directors; departure of Named Executive Officers ("NEO"), CEO, president, CFO, chief accounting officer, COO or person performing similar functions.
- Appointment of CEO, president, CFO, chief accounting officer, COO or person performing similar functions.
- Election of a director other than by shareholder vote.
- New or amended compensatory arrangements in which CEO, CFO or NEOs participate and certain material grants or awards (or modifications thereto).

5.07* Submission of Matters to a Vote of Security Holders

- Results of shareholder votes in an annual or special meeting, including date of the meeting, names of elected directors and brief description of matters voted on.

7.01 Regulation FD Disclosure

- Disclosure of material information that is intended to satisfy Regulation FD public dissemination requirements.

OTHER TRIGGERING EVENTS

Section 1: Registrant's Business Operations

1.03* Bankruptcy or Receivership

- Includes reorganization, arrangement or liquidation order.

1.04 Mine Safety – Reporting of Shutdowns and Patterns of violations

Section 2: Financial Information

2.01* Completion of Acquisition or Disposition of Assets

- Completion of acquisition or disposition of significant quantity of assets other than in the ordinary course of business.

2.03 Creation of a Direct Financial Obligation ("DFO") or an Obligation under an Off-Balance Sheet Arrangement

- Financial obligation that is material to the company.

2.04 Triggering Events that Accelerate or Increase a DFO or an Obligation under an Off-Balance Sheet Arrangement

- Event such as an event of default or similar event that will increase or accelerate the company's financial obligation.

2.05 Costs Associated with Exit or Disposal Activities

- The company enters into an exit or disposal activities, including disposal of a long-lived asset or termination of employees under a plan of termination.

2.06 Material Impairments

- A determination that a material for impairment is required under GAAP.

Section 3: Securities & Trading Markets

3.01* Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

- Notices of non-compliance, failure to satisfy listing standards, de-listing, reprimand and similar matters from any stock exchange that the company's common equity is listed.

3.02* Unregistered Sales of Equity Securities

- Sale of securities constituting of at least 1% of the company's outstanding securities (5% for smaller reporting companies).

3.03* Material Modification to Rights of Security Holders

- Material modifications to the rights of holders of any class of registered securities (e.g. changes to the charter or an indenture in the case of registered debt).

Section 4: Matters Related to Accountants and Financial Statements

4.01* Changes in Registrant's Certifying Account

4.02* Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review

- Company or independent accountant determine that previously issued financial statements should no longer be relied upon.

Section 5: Corporate Governance and Management

5.01* Changes in Control of Registrant

5.03* Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

- Amendment to the bylaws or articles if the amendment was not proposed in previously filed proxy statement.
- Change in fiscal year.

5.04* Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

5.05* Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics

5.06* Change in Shell Company Status

5.08* Shareholder Director Nominations

Section 8: Other Events

8.01 Other Events

- Voluntary disclosure of other information that may be deemed important to security holders.

Section 9: Financial Statements and Exhibits

9.01* Financial Statements and Exhibits

- Filing of financial statements and pro forma financial information required by Regulation S-X.
- Regulation S-K Item 601 exhibits need to be included.

Generally, a Form 8-K must be filed within four business days after occurrence of the above events, subject to certain exceptions (e.g. Section 8.01). Financial statements and pro formas of acquisitions are often subject to a 74-day grace period; this is not the case for dispositions.

*Failure to timely file a Form 8-K under this Item may impact Form S-3 eligibility.

A single Triggering Event can result in a necessary filing under multiple sections. Please contact a member of the Weil team for additional details.