
Section 1: 8-K (FORM 8-K)

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): February 6, 2019

Majesco

(Exact Name of Registrant as Specified in its Charter)

California
*(State or Other Jurisdiction
of Incorporation)*

001-37466
(Commission File Number)

77-0309142
(IRS Employer Identification No.)

412 Mount Kemble Ave, Suite 110C, Morristown, NJ 07960

(Address of Principal Executive Offices)(Zip Code)

Registrant's telephone number, including area code **(973) 461-5200**

N/A

(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 Items.

On February 6, 2019, Majesco issued a press release with respect to the effectiveness of its previously announced rights offering. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this “Report”) and the information contained therein is incorporated by reference into this Report.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press release dated February 6, 2019](#)

Signatures

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Majesco

By: /s/ Farid Kazani
Farid Kazani, Chief Financial Officer

Date: February 6, 2019

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Section 2: EX-99.1 (EXHIBIT 99.1)

Exhibit 99.1

Majesco Announces Launch of its Rights Offering

Morristown, NJ February 6, 2019 – Majesco (NYSE American: MJCO), a global provider of cloud insurance software solutions for insurance business transformation, today announced that it launched its previously announced rights offering.

Under the terms of the rights offering, Majesco will distribute to its shareholders, at no charge, one non-transferable subscription right for each share of common stock held or deemed to be held as of 5:00 p.m. (Eastern Time) on February 5, 2019, the record date. Each subscription right will entitle the holder to purchase one-sixth of a share of Majesco's common stock at a subscription price of \$7.10 per whole share. If all of the basic subscription rights are exercised, the total purchase price of the shares offered in the rights offering will be approximately \$45,502,043.

The rights offering also includes an over-subscription right, which entitles a shareholder who exercises its basic subscription rights in full (other than those subscription rights to acquire less than one whole share of common stock, which cannot be exercised) the right to purchase, at the same subscription price of \$7.10 per whole share, some or all of the additional shares of common stock that remain unsubscribed at the expiration of the rights offering, subject to availability and pro rata allocation of shares among persons exercising this oversubscription privilege.

Representatives of Majesco Limited, a public limited company domiciled in India which currently owns 69.63% of Majesco's issued and outstanding common stock, have informed Majesco that it intends to exercise its basic subscription rights.

The Company intends to use the net proceeds from the rights offering to fund the remainder of its acquisition of Exaxe, pay off debt, and accelerate cloud growth, which includes additional acquisition opportunities.

The Company also announced that the mailing of offering materials to shareholders is expected to begin by February 11, 2019, and that the subscription period will expire at 5:00 p.m. (Eastern Time) on February 25, 2019. Majesco may, in its sole discretion, extend the expiration of the offering period for shareholders for a period not to exceed 30 days.

The Company has filed a registration statement on Form S-1 (including a prospectus) (File No. 333-228680; as amended, the "Registration Statement"). Before investing, please read the prospectus included in the Registration Statement, including any amendments thereto and any information incorporated by reference therein, and other documents Majesco has filed with the SEC for more complete information about Majesco and the rights offering.

A copy of the prospectus forming a part of the registration statement may be obtained free of charge at the website maintained by the SEC at www.sec.gov or by contacting the Information Agent, Broadridge Corporate Issuer Solutions, Inc., by email at Shareholder@Broadridge.com or by telephone at 888-789-8409. This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful before the registration or qualification under the securities laws of any such jurisdiction. The offering will be made only by means of a prospectus which is part of the Registration Statement filed with the SEC.

About Majesco

Insurance business transformation is a journey of change and revitalization, a renaissance of Insurance. Approximately 160 insurance companies worldwide in P&C, L&A and Group/ Employee Benefits are transforming their businesses with Majesco's solutions. Our market leading software, consulting and services uniquely underpin the entire insurance value chain and are designed to empower insurers with the agility, innovation and speed needed to meet their transformation opportunities. Majesco's solutions include policy management, new business / underwriting, rating, billing, claims management, distribution management, BI/ analytics, predictive modeling, digital platform with mobile and portal, testing services, cloud services, bureau and content services, transformation services, consulting services and more. For more details on Majesco, please visit www.majesco.com.

Cautionary Language Concerning Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act. These forward-looking statements are made on the basis of the current beliefs, expectations and assumptions of management, are not guarantees of performance and are subject to significant risks and uncertainty. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in Majesco's reports that it files from time to time with the Securities and Exchange Commission and which you should review, including those statements under "Item 1A – Risk Factors" in Majesco's Annual Report on Form 10-K and Majesco's Registration Statement on Form S-1.

Important factors that could cause actual results to differ materially from those described in forward-looking statements contained in this press release include, but are not limited to: integration risks; changes in economic conditions, political conditions, trade protection measures, licensing requirements and tax matters; technology development risks; intellectual property rights risks; competition risks; additional scrutiny and increased expenses as a result of being a public company; the financial condition, financing requirements, prospects and cash flow of Majesco; loss of strategic relationships; changes in laws or regulations affecting the insurance industry in particular; restrictions on immigration; the ability and cost of retaining and recruiting key personnel; the ability to attract new clients and retain them and the risk of loss of large customers; continued compliance with evolving laws; customer data and cybersecurity risk; and Majesco's ability to raise capital to fund future growth.

These forward-looking statements should not be relied upon as predictions of future events and Majesco cannot assure you that the events or circumstances discussed or reflected in these statements will be achieved or will occur. If such forward-looking statements prove to be inaccurate, the inaccuracy may be material. You should not regard these statements as a representation or warranty by Majesco or any other person that we will achieve our objectives and plans in any specified timeframe, or at all. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this presentation. Majesco disclaims any obligation to publicly update or release any revisions to these forward-looking statements, whether as a result of new information, future events or otherwise, after the date of this press release or to reflect the occurrence of unanticipated events, except as required by law.

Corporate Contact

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