

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 14, 2020

KUBIENT, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or other jurisdiction
of incorporation)

001-37875

(Commission
File Number)

82-1808844

(IRS Employer
Identification No.)

**228 Park Avenue South Suite 72602
New York, New York**

(Address of principal executive offices)

10003-502

(Zip Code)

(866) 668-2567

(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 (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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	KBNT	Nasdaq
Common Stock Purchase Warrants	KBNTW	Nasdaq

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 7.01. Regulation FD Disclosure.

On August 14, 2020, Kubient, Inc. (the “Company”) consummated its initial public offering (“IPO”) of 2,500,000 units (the “Units”) at a price of \$5.00 per Unit. Each Unit consisted of one share of common stock, par value \$0.00001 per share and one warrant to purchase one share of Common Stock (the “Warrants”). The Warrants are exercisable immediately upon issuance and at any time up to the date that is five years from the date of issuance, and will have an exercise price of \$5.50 per share.

Also on August 14, 2020, pursuant to and in compliance with the terms and conditions of the Underwriting Agreement entered into by and among the Company, Maxim Group LLC and Joseph Gunnar & Co., LLC, as co-representatives of the underwriters named therein (collectively, the “Underwriters”), the Company consummated the closing of a partial exercise of the over-allotment option granted to the Underwriters in connection with its IPO to purchase 375,000 additional common stock purchase warrants at a price of \$0.01 per warrant. The Company received gross proceeds of approximately \$3,750 from the partial exercise of the over-allotment option, resulting in total gross proceeds to the Company in connection with the IPO of \$12,503,750, prior to deducting underwriting discounts and commission and offering expenses payable by the Company.

On August 14, 2020, the Company issued a press release (the “Release”) relating to the consummation of the IPO and partial exercise of the Underwriters’ over-allotment. A copy of the Release is attached hereto and incorporated herein by reference in its entirety as Exhibit 99.1.

In accordance with General Instruction B.2 of Form 8-K, the information presented herein under Item 7.01 and set forth in the attached press release included as Exhibit 99.1 to this report is deemed to be “furnished” solely pursuant to item 7.01 of this report and 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, nor shall such information or the exhibits be deemed incorporated by reference into any filing under the Securities Act of 1933, as amended, or the Exchange Act.

Item 9.01. Exhibits.

(d) Exhibits

Exhibit No.	Exhibit
99.1	Press Release dated August 14, 2020.

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.

Dated: August 14, 2020

KUBIENT, INC.

By: /s/ Peter A. Bordes, Jr.
Peter A. Bordes, Jr.
Chief Executive Officer

Kubient Announces Exercise of Overallotment Option and Closing of Initial Public Offering

NEW YORK -- August 14, 2020 --Kubient, Inc. (NasdaqCM: KBNT, KBNTW) (“Kubient” or the “Company”), a cloud-based software platform for digital advertising, today announced the closing of its initial public offering of 2,500,000 units at a price of \$5.00 per unit and partial exercise of the overallotment option for additional warrants to purchase 375,000 shares of common stock.

Each unit consisted of one share of Common Stock and one Warrant to purchase one share of Common Stock. The Warrants are exercisable immediately, expire five years from the date of issuance and have an exercise price of \$5.50 per share. The Common Stock and Warrants began trading on the Nasdaq Capital Market on August 12, 2020, under the symbols “KBNT” and “KBNTW,” respectively.

Kubient received gross proceeds of approximately \$12.5 million, before deducting underwriting discounts and commissions and other estimated offering expenses.

Maxim Group LLC and Joseph Gunnar & Co., LLC acted as co-book-running managers for the offering. The Benchmark Company, LLC acted as co-manager for the offering.

The offering was made only by means of a prospectus. Copies of the final prospectus relating to the offering may be obtained, when available, from Maxim Group LLC, 405 Lexington Avenue, 2nd Floor, New York, NY 10174, at (212) 895-3745.

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, any security in any state or other jurisdiction in which such offer, solicitation or sale would be unlawful prior to the registration or qualification under the securities laws of any such state or other jurisdiction.

About Kubient

Kubient is a technology company with a mission to transform the digital advertising industry to audience-based marketing. Kubient’s next generation cloud-based infrastructure enables efficient marketplace liquidity for buyers and sellers of digital advertising. The Kubient Audience Cloud is a flexible open marketplace for advertisers and publishers to reach, monetize and connect their audiences. The Company’s platform provides a transparent programmatic environment with proprietary artificial intelligence-powered pre-bid ad fraud prevention, and proprietary real-time bidding (RTB) marketplace automation for the digital out of home industry. The Audience Cloud is the solution for brands and publishers that demand transparency and the ability to reach audiences across all channels and ad formats.

**Forward-Looking Statements**

The information contained herein includes forward-looking statements. These statements relate to future events or to our future financial performance, and involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance, or achievements to be materially different from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. You should not place undue reliance on forward-looking statements since they involve known and unknown risks, uncertainties and other factors which are, in some cases, beyond our control and which could, and likely will, materially affect actual results, levels of activity, performance or achievements. Any forward-looking statement reflects our current views with respect to future events and is subject to these and other risks, uncertainties and assumptions relating to our operations, results of operations, growth strategy and liquidity. We assume no obligation to publicly update or revise these forward-looking statements for any reason, or to update the reasons actual results could differ materially from those anticipated in these forward-looking statements, even if new information becomes available in the future. The safe harbor for forward-looking statements contained in the Securities Litigation Reform Act of 1995 protects companies from liability for their forward-looking statements if they comply with the requirements of the Act.

Kubient Investor Relations

Gateway Investor Relations

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