
**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): January 31, 2019

PEN INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

47-1598792
(I.R.S. Employer
Identification No.)

701 Brickell Avenue, Suite 1550, Miami Florida 33131
(Address of principal executive offices) (Zip Code)

(844) 736-6266
(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))
-
-

Item 1.02 Termination of a Material Definitive Agreement.

On January 31, 2019, PEN Brands paid \$257,100 to its secured lender, MBank. This paid in full the outstanding principal balance, accrued interest and fees due to the lender. The parties also terminated the revolving credit line agreement and note originally executed in April 2014 that was renewed in August 2018. Funds for the payoff came from the sale of equity as described below.

Item 3.02 Unregistered Sales of Equity Securities

On January 31, 2019, we sold 325,581 shares of Class A common stock in a private placement to PEN Comeback LLC at a per share price of \$0.40 for aggregate proceeds of \$130,232. At the same time the investor bought warrants to purchase up to 325,581 additional shares at a warrant exercise price of \$1.50. The right to purchase warrant shares expires on the earlier of (1) 45 days after the day that PEN shares have been trading at or above 120% of the exercise price for a period of 90 days, or (2) four years from date of issue. Aggregate proceeds from the sales of the warrants were \$9,767.

The securities were sold in a private placement. No commissions are payable. Proceeds were used for pay off of the loan agreement described above and will be used for general corporate purposes and working capital.

Item 7.01 Regulation FD Disclosure

On February 4, 2019 we issued a press release announcing the payment in full of the outstanding balance due to our lender and the sale of additional equity securities. A copy of that press release is attached as Exhibit 99.1 and is incorporated by reference.

The information contained in the press release attached hereto is being furnished 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 liability of that Section and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	PEN Inc. press release dated February 4, 2019

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.

PEN Inc.

Date: February 4, 2019

By: /s/ Jeanne M Rickert
Secretary

PEN Inc Announces Debt Pay-off and Sale of Equity

Miami, Florida, February 4, 2019 – PEN Inc (OTCMKTS: PENC) (“PEN” or the” Company”) announced that it has paid in full the loan from its secured lender. Payment was made using proceeds from the sale of equity. Tom Berman, President of the Company noted: “Becoming debt free was one of my goals when I joined PEN and I am pleased this has been accomplished. This will provide greater operating flexibility and enable us to put more money to the bottom line.”

The company also announced the sale of 325,581 shares of its Class A common stock at a price of \$0.40 per share for aggregate proceeds of \$130,232. PEN also sold to the investor warrants to purchase up to 325,581 additional shares at a warrant exercise price of \$1.50. The right to purchase warrant shares expires on the earlier of (1) 45 days after the day that PEN shares have been trading at or above 120% of the exercise price for a period of 90 days, or (2) four years from date of issue. Proceeds from the sale of the warrants were \$9,767. The securities were all sold in a private placement. No commissions are payable. Proceeds will be used for general corporate purposes and working capital.

Dr. Scott Rickert, PEN’s Chairman and Chief Executive Officer commented: “I am delighted to announce progress along these lines. We continue to work to bring our SEC filings current. We hope the news today gives our shareholders some comfort that the team at PEN continues working hard in the best interest of our shareholders.”

About PEN Inc.

PEN Inc. is a leader in developing, commercializing, and marketing consumer and industrial products enabled by nanotechnology that solve everyday problems for customers in the health, transportation, military, sports, and safety industries. Through PEN’s wholly-owned subsidiary PEN Brands LLC, the Company develops, manufactures and sells products based on nanotechnology including the ULTRA CLARITY® brand eyeglass cleaner, CLARITY DEFOG IT™ brand defogging products and CLARITY ULTRASEAL® nanocoating products for glass and ceramics. The Company also sells an environmentally friendly surface protector, fortifier, and cleaner through a wholly-owned subsidiary, PEN Technology, LLC. The Company’s Applied Nanotech, Inc. subsidiary in Austin, Texas functions as the Design Center conducting research and development services for government and private customers and new product development for PEN focusing on innovative and advanced product solutions in the areas of safety, health, and sustainability. For more information about PEN, visit www.penc.us.

Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties concerning our business, products, and financial results. Actual results may differ materially from the results predicted. More information about potential risk factors that could affect our business, products, and financial results are included in our annual report on Form 10-K for the fiscal year ended December 31, 2018, and in reports subsequently filed by us with the Securities and Exchange Commission (“SEC”).

All documents are available through the SEC’s Electronic Data Gathering Analysis and Retrieval System (EDGAR) at www.sec.gov or from our website listed above. We hereby disclaim any obligation to publicly update the information provided above, including forward-looking statements, to reflect subsequent events or circumstances.

Contact Information

ir@pen-technology.com
(844) 273-6462
