

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 19, 2020

# Remark Holdings

*Remark Holdings, Inc.*

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-33720</u> (Commission File Number)	<u>33-1135689</u> (IRS Employer Identification No.)
<u>800 S. Commerce St. Las Vegas, NV</u> (Address of principal executive offices)	<u>89106</u> (Zip Code)	<u>702-701-9514</u> (Registrant's telephone number, including area code)
<hr/> <p>(Former name or former address, if changed since last report.)</p>		

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:

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	MARK	The NASDAQ Stock Market LLC

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 19, 2020, Remark Holdings, Inc. (“we”, “us” or “our”) paid in full all amounts owed to the Amy Greenspun Arenson 2010 Legacy Trust, James Adam Greenspun 2010 Legacy Trust, Moira Greenspun Tarmy 2010 Legacy Trust, Jeffrey Aaron Fine 2010 Legacy Trust, Alyson Fine Marmur 2010 Legacy Trust, Jonathan M. Fine 2010 Legacy Trust, Kathryn A. Fine 2010 Legacy Trust, DRG Holdings, LP, DRG Legacy Limited Partnership, LLP and GC Investments, LLC, in satisfaction of the judgment entered into against us in the District Court for Clark County, Nevada relating to our failure to make the final earnout payment under the purchase agreement we entered into to acquire Vegas.com, LLC in 2015.

In addition, on August 20, 2020, we issued a press release in response to certain recent inaccurate reports regarding our company. The press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information furnished under this Item 7.01, including Exhibit 99.1, 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, nor shall such information be deemed to be incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise stated in such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press Release dated August 20, 2020.</a>

**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.

**Remark Holdings, Inc.**

**Date:** August 20, 2020

**By:** /s/ Kai-Shing Tao

**Name:** Kai-Shing Tao

**Title:** *Chief Executive Officer*

# Remark Holdings

## Remark Holdings Corrects Recent Misinformation Campaign by Short Sellers

LAS VEGAS, NV - August 20, 2020 - Remark Holdings, Inc. (NASDAQ: [MARK](#)), a diversified global technology company with leading artificial intelligence (“AI”) solutions and digital media properties, today responded to recent inaccurate reports regarding the company’s ownership in Sharecare and other issues.

### Management Commentary

As we evaluate what further actions we will take, we wanted to take this opportunity to respond to Wolfpack Research’s misleading statements and outdated information from last week.

1. Wolfpack Research’s key allegation is that we do not actually own shares of Sharecare as we report in our filings with the Securities and Exchange Commission. Such assertion is absolutely false. As of June 30, 2020, we owned approximately 4.5% of the issued shares of Sharecare and our CEO, Kai-Shing Tao, occupies a seat on Sharecare’s Board of Directors. Additionally, as of this writing, the litigation that we previously reported in our SEC filings that could have potentially resulted in our loss of control over the investment in Sharecare has been resolved, as we recently paid in full all amounts owed in satisfaction of the judgment entered into against us during the litigation.

Remark never ceased to own its approximately 4.5% Sharecare stake, as the ability to settle the legal matter without loss of control of the Sharecare investment was always under our control. The payment in full of the underlying judgment against Remark means that there is no longer any basis for potential seizure of the Sharecare investment owned by Remark.

2. Wolfpack Research alleges that we must not have control of our China subsidiaries that we report, for accounting purposes, as variable interest entities (VIEs) simply because we did not publicly disclose the contents of the contracts that give us control over the VIEs; the allegation is simply wrong. We have standard VIE contracts in place, including related loan agreements, that were drawn up and executed several years ago with the assistance of Arnold & Porter, an internationally well regarded law firm. VIE control may not be the same as direct equity ownership, but it is a very common framework with Chinese companies controlled by foreign entities. In fact, Alibaba, Tencent, Netease, JD.com and Baidu are some of the many examples of major companies who have structured their China business using VIEs.
3. Though we initially sourced cameras and other components from various third parties, including HIKvision (whose cameras are still readily available on websites like Amazon.com), we never shared any of our AI technology with them nor did HIKvision at any time have access to our technology.

We are now an original design manufacturer for our thermal cameras and thermal pads. We design the cameras and pads and have hired a contract manufacturer to produce the products. The manufacturers build according to our design and specifications, which is why the products are now Remark-branded products. Remark has always maintained control of the technology and intellectual property.

4. Regarding our investment in AIO, we originally planned to invest \$1 million in the company, but after funding \$500,000, we determined that we would need to work with AIO to improve their results before we further funded the company. One of our China subsidiaries subscribed for AIO’s 20% equity interests at a post-money valuation of \$5 million, and paid in \$500,000. In connection with that, AIO increased its registered capital from one million Chinese Yuan to 1.25 million Chinese Yuan, and the difference between \$500,000 and 250,000 Chinese Yuan was deposited to the capital surplus account which is not reflected as AIO’s registered capital. Such transaction is very typical. The comment from Wolfpack regarding our China subsidiary’s capital

contribution based on their purported review of the SAIC filing is flawed and seems intended to mislead or confuse Remark's investors.

5. Finally, they allege working capital and cash issues, each of which we address in every one of our SEC filings over the past few years, but they inaccurately calculate working capital and they do not provide any source material, other than referring to obtaining tax documents in China, that would allow us refute their inaccurate assertion that we do not consolidate our Chinese subsidiaries under GAAP. We are a public company with well-regarded auditors who regularly review and audit our financials.
6. As of June 30, 2020, our cash balance exceeded \$10 million and our debt had been paid down substantially.

We are proud to be helping our customers safely reopen their businesses and schools as they try to comply with the latest safety standards.

### **About Remark Holdings, Inc.**

Remark Holdings, Inc. (NASDAQ: [MARK](#)) delivers an integrated suite of AI solutions that enable businesses and organizations to solve problems, reduce risk and deliver positive outcomes. The company's easy-to-install AI products are being rolled out in a wide range of applications within the retail, financial, public safety and workplace arenas. The company also owns and operates digital media properties that deliver relevant, dynamic content and e-commerce solutions. The company is headquartered in Las Vegas, Nevada, with additional operations in Los Angeles, California and in Beijing, Shanghai, Chengdu and Hangzhou, China. For more information, please visit the company's website at <http://www.remarkholdings.com/>.

### **Forward-Looking Statements**

This press release may contain forward-looking statements, including information relating to future events, future financial performance, strategies, expectations, competitive environment and regulation. Words such as "may," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates," and similar expressions, as well as statements in future tense, identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, including those discussed in Part I, Item 1A. Risk Factors in Remark Holdings' Annual Report on Form 10-K and Remark Holdings' other filings with the SEC. Any forward-looking statements reflect Remark Holdings' current views with respect to future events, are based on assumptions and are subject to risks and uncertainties. Given such uncertainties, you should not place undue reliance on any forward-looking statements, which represent Remark Holdings' estimates and assumptions only as of the date hereof. Except as required by law, Remark Holdings undertakes no obligation to update or revise publicly any forward-looking statements after the date hereof, whether as a result of new information, future events or otherwise.

### **Company Contact**

E. Brian Harvey  
Director of Capital Markets and Investor Relations  
Remark Holdings, Inc.  
[ebharvey@remarkholdings.com](mailto:ebharvey@remarkholdings.com)  
702-701-9514