

TRUPANION, INC.
Form 8-K
July 02, 2018

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): June 28, 2018

TRUPANION, INC.

(Exact name of registrant as specified in its charter)

Delaware	001-36537	83-0480694
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

6100 4th Avenue S, Suite 200

Seattle, Washington 98108

(Address of principal executive offices)

(855) 727 - 9079

(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 (see General Instruction A.2. below):

- ☐ 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☒ x

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. ☒ x

Item 1.01 Entry Into a Material Definitive Agreement.

On June 28, 2018, Trupanion, Inc. (the "Company") and its subsidiary Trupanion Managers USA, Inc., entered into a Third Amendment to Loan and Security Agreement (the "Loan Amendment") with Pacific Western Bank, a California state chartered bank (the "PWB"), and Western Alliance Bank, an Arizona corporation ("WAB", and together with PWB, the "Lenders"), which amends that certain Loan and Security Agreement, dated as of December 16, 2016, as amended, by and between the Company and the Lenders (the "Original Loan Agreement"). Pursuant to the terms of the Original Loan Agreement, Lenders agreed to provide the Company with an aggregate credit facility of \$30,000,000. In connection with the Loan Amendment, the Company also entered into an Amended and Restated Revolving Note with each of the Lenders, which amend and restate the Revolving Notes, dated December 16, 2016, by and between the Company and each of the Lenders. Capitalized terms not defined herein are defined in the Original Loan Agreement.

The Loan Amendment amends the Original Loan Agreement by, among other things, (i) amending the Revolving Commitment to an aggregate credit facility of \$50,000,000; (ii) extending the maturity date to June 28, 2021; and (iii) amending certain defined terms, including "Capitalized Expenditures" to include up to \$5,000,000 in Permitted Investments and certain cash outflows related to the Company's building purchase.

The foregoing description of certain terms contained in the Loan Amendment is not complete, and is qualified in its entirety by reference to: (i) the copy of the Original Loan Agreement, filed as Exhibit 10.15 to the Company's Annual Report on Form 10-K for the year ended December 31, 2016 with the Securities and Exchange Commission on February 15, 2017, (ii) the copy of the First Amendment to the Loan and Security Agreement, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ending March 31, 2017, (iii) the copy of the Second Amendment to the Loan and Security Agreement, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ending September 30, 2017 and (iv) the terms and conditions of the actual Loan Amendment, which will be filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the period ending June 30, 2018.

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.

TRUPANION, INC.

By: /s/ Tricia Plouf

Name: Tricia Plouf

Title: Chief Financial Officer

Date: June 29, 2018