

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 17, 2019

XPRESSPA GROUP, INC.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or other jurisdiction of incorporation)

001-34785
(Commission File Number)

20-4988129
(I.R.S. Employer Identification No.)

780 Third Avenue, 12th Floor
New York, New York 10017
(Address of Principal Executive Offices and Zip Code)

Registrant's telephone number, including area code: (646) 525-4319

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, par value \$0.01 per share	XSPA	The Nasdaq Stock Market

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 1.01 Entry into a Material Definitive Agreement

On June 17, 2019, XpresSpa Group, Inc. (the “Company”) entered into an amendment (the “Warrant Amendment”) to its Class B Warrants, which were originally issued to certain holders on May 17, 2018, as subsequently amended on May 16, 2019, to purchase an aggregate of 178,931 shares of the Company’s common stock, par value \$0.01 per share (the “Common Stock”), at an exercise price of \$12.40 per share (the “Class B Warrants”). All numbers reflect the impact of the one-for-twenty reverse stock split that became effective on February 22, 2019. Pursuant to the terms of the Warrant Amendment, the Class B Warrants are being amended in order to extend the expiration date from June 17, 2019 to July 17, 2019. The form of the Warrant Amendment is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

Item 3.03 Material Modification to Rights of Security Holders.

The description of the Warrant Amendment described in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Second Amendment to Warrant to Purchase Common Stock, dated as of June 17, 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.

XPRESSPA GROUP, INC.

Dated: June 17, 2019

By: /s/ Douglas Satzman
Name: Douglas Satzman
Title: Chief Executive Officer

**FORM OF SECOND AMENDMENT TO
WARRANT TO PURCHASE COMMON STOCK**

This SECOND AMENDMENT TO WARRANT TO PURCHASE COMMON STOCK (this “*Amendment*”), dated as of June 17, 2019 (the “*Effective Date*”), is issued by XPRESSPA GROUP, INC., a Delaware corporation (the “*Company*”), in favor of the holder (the “*Holder*”) of the Warrant (as defined below). Capitalized terms used but not defined in this Amendment shall have the meanings that are set forth in the Warrant.

RECITALS

WHEREAS, the Company issued a Class B Warrant to Purchase Common Stock, dated as of May 17, 2018, as subsequently amended on May 16, 2019, which entitles the Holder to purchase shares of Common Stock of the Company pursuant to the terms and conditions therein (as amended, modified, supplemented, or restated from time to time, the “*Warrant*”); and

WHEREAS, the Board of Directors of the Company has determined that it is in the best interests of the Company and its stockholders to extend the Expiration Date of the Warrant on the terms set forth herein.

AMENDMENT

1. Amendment to “Expiration Date”. The definition of “Expiration Date” as found in Section 19(o) of the Warrant is hereby amended and restated as follows:

“Expiration Date” means (a) with respect to the Warrant Shares, July 17, 2019 and (b) with respect to the Additional Shares to be issued pursuant to Section 2(a) of the Warrant, thirty (30) days after the receipt of shareholder approval pursuant to Nasdaq Listing Rule 5635(d) as described in Section 2(a).

3. Effectiveness. This Amendment shall be effective as of the Effective Date.

4. Effect. The terms and provisions of the Warrant and all other documents and instruments relating and pertaining to the Warrant shall continue in full force and effect, except as amended hereby. In the event of any conflict between the provisions of the Warrant and the provisions of this Amendment, the provisions of this Amendment shall control.

5. Governing Law. This Amendment, and all matters arising directly or indirectly herefrom, are to be construed and enforced in accordance with and shall be governed by the internal laws of the State of New York without giving effect to any choice of law or conflict of law provision or rule (whether of the State of New York or any other jurisdictions) that would cause the application of the laws of any jurisdictions other than the State of New York.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Company has caused this Amendment to be duly executed as of the Effective Date set out above.

XPRESSPA GROUP, INC.

By: _____

Name: Douglas Satzman

Title: Chief Executive Officer
