

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): September 27, 2017

FORM HOLDINGS CORP.
(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))

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.

FORM Holdings Corp. has prepared an investor presentation to be used in connection with general corporate presentations, a copy which is attached to this Current Report on Form 8-K as Exhibit 99.1.

In accordance with General Instruction B.2 on Form 8-K, the information set forth in this Item 7.01 and the investor presentation attached to this report as Exhibit 99.1 is “furnished” and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section, nor shall such information be deemed incorporated by reference in any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibits
-------------------	-------------------------

99.1	Investor Presentation.
----------------------	--

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.

FORM HOLDINGS CORP.

Dated: September 27, 2017

By: /s/ Andrew D. Perlman
Name: Andrew D. Perlman
Title: Chief Executive Officer

The logo for FORM HOLDINGS is centered on a black horizontal bar. The word "FORM" is written in large, bold, pink capital letters. Below it, the word "HOLDINGS" is written in smaller, white, spaced-out capital letters. A thin white horizontal line is positioned under the "F" in "FORM".

F O R M
H O L D I N G S

The text "INVESTOR PRESENTATION" and "2017 | THIRD QUARTER" is centered below a thin pink horizontal line. The text is in a clean, sans-serif font.

INVESTOR PRESENTATION
2017 | THIRD QUARTER

DISCLAIMERS

Safe Harbor Statement

This presentation includes forward-looking statements, which may be identified by words such as "believes," "expects," "anticipates," "estimates," "projects," "intends," "should," "seeks," "future," "continue," or the negative of such terms, or other comparable terminology. Forward-looking statements are statements that are not historical facts. Such forward-looking statements are subject to risks and uncertainties, which could cause actual results to differ materially from the forward-looking statements contained herein. Statements in this presentation regarding the merger between FORM and XpresSpa; the potential value created by the merger for FORM's stockholders and XpresSpa's equity holders; the potential of FORM's business after the merger; the ability to raise capital to fund FORM's operations and business plan; market acceptance of FORM's products; the collective ability to protect intellectual property rights; competition from other providers and products; FORM's management and board of directors after the merger; and any other statements about FORM's management team's future expectations, beliefs, goals, plans, revenues or prospects constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. There are a number of important factors that could cause actual results or events to differ materially from those indicated by such forward-looking statements, including, but not limited to: the inability to realize the potential value created by the merger for FORM's stockholders; the potential lack of market acceptance of FORM's products; FORM's inability to monetize and recoup FORM's investment with respect to assets and other businesses that that we have acquired or will acquire in the future; general economic conditions and level of information technology and consumer electronics spending; unexpected trends in the mobile phone and telecom computing industries; the potential loss of one or more of FORM's significant Original Equipment Manufacturer ("OEM") suppliers; market acceptance, quality, pricing, availability and useful life of FORM's products and services, as well as the mix of FORM's products and services sold; potential competition from other providers and products; FORM's inability to license and monetize FORM's patents, including the outcome of litigation; FORM's inability to develop and introduce new products and/or develop new intellectual property; FORM's inability to protect FORM's intellectual property rights; new legislation, regulations or court rulings related to enforcing patents, that could harm FORM's business and operating results; FORM's inability to retain key members of its management team; and other risks and uncertainties and other factors discussed from time to time in our filings with the Securities and Exchange Commission ("SEC"), including FORM's Annual Report on Form 10-K for the year ended December 31, 2016 filed with the SEC on March 30, 2017. FORM expressly disclaims any obligation to publicly update any forward-looking statements contained herein, whether as a result of new information, future events or otherwise, except as required by law.

Trademark Usage

FORM Holdings, the FORM Holdings logo, and other FORM Holdings trademarks, service marks, and designs are registered or unregistered trademarks of FORM Holdings Corp. and its subsidiaries in the United States and in foreign countries. This presentation contains trade names, trademarks and service marks of other companies. All such trade names, trademarks and service marks of other companies are property of their respective owners. FORM Holdings Corp. does not intend its use or display of other parties' trade names, trademarks and service marks to imply a relationship with, or endorsement or sponsorship of or by, such other parties.

Use of Non-GAAP Financial Measures

XpresSpa uses GAAP and non-GAAP measurements to assess the trends in its business. Items XpresSpa reviews on an ongoing basis are revenues, Comp Store Sales (which it defines as sales from stores opened longer than a year compared to the same period sales of those stores a year ago), store contribution margins, and number of transactions (which is a way to measure traffic in spas). In addition, XpresSpa monitors stores' performance compared to its model store metrics to ensure that it is consistently opening spas that have the same or similar return dynamics as historical stores. XpresSpa believes the trends exhibited by its business are strong and substantiate its continued investment in additional locations and infrastructure.

Please note that FORM's consolidated Statement of Operations includes XpresSpa results from December 23, 2016 onwards. During the full year of 2016, XpresSpa generated \$43.4 million of revenue.

Group Mobile uses bookings and customer commitments as a non GAAP measure to assess the health of the business. They represent orders placed and orders committed from the customers, which will be fulfilled in the future. Group Mobile expects to recognize bookings and commitments from customers as revenues throughout 2017.

CORPORATE SNAPSHOT

FORM Holdings is a diversified holding company engaged in building a preeminent pure-play health & wellness services company around its core asset XpresSpa

SYMBOL	FH
EXCHANGE	NASDAQ
MARKET CAPITALIZATION ¹	\$35.8 million
AVERAGE TRADING VOLUME (3 MONTH) ²	150,881
52 WEEK RANGE ²	\$1.11 – \$4.05
CORPORATE HEADQUARTERS	New York, NY
AUDITOR	CohnReznick LLP

¹ based on 26.5 million shares of common stock outstanding and closing price of \$1.35 on September 26, 2017 ² as of September 26, 2017



HEALTH & WELLNESS FOCUS

FORM is committed to growing its Health & Wellness business and expects to divest, merge or spin-off its Technology assets by Q1 2018

HEALTH & WELLNESS (71% of 2017 revenue)¹

XpresSpa®

- Leading in airport terminal spa and wellness provider in the world
- 52 locations in 23 airports²
- Acquired in December 2016
- 20% store level profit

REVENUE (\$ in millions FYE December)



¹management guidance ² as of June 30, 2017

TECHNOLOGY (29% of 2017 revenue)²



- Provider of rugged, mobile and field-use computing products and solutions
- Acquired in October 2015

REVENUE (\$ in millions FYE December)



XpresSpa® THE LEADING AIRPORT SPA COMPANY IN THE WORLD

- Approximately 50% market share in the United States
 - 48 domestic spa locations in 21 airports¹
 - Well recognized and popular airport spa brand
 - More than three times the number of domestic locations as its closest competitor

- Full range of spa services and retail offerings

SPA

- Massage
- Skin Care
- Nail Care
- Waxing
- Blow Dry

RETAIL

- Travel Pillows
- Blankets
- Massage Tools
- Travel Kits

- Large and growing industry with additional upside
 - Demand from travelers for upscale airport retail options
 - Multiple locations within airports and within terminals
- Steady sales and store profitability metrics regardless of size
- Benefits from the health and wellness movement
 - Massages are seen as a key aspect of a healthy lifestyle
- Positioned for accelerated growth in 2017 and beyond



¹ as of June 30, 2017

XpresSpa® GROWING TRAVELER DEMANDS

- Increased travel security and screening has driven innovation and growth in airport retail
 - Travelers at large hub airports typically spend ~75 minutes in the airport after going through security¹
- Premium concepts like XpresSpa are suited for typical traveler demographic
 - Air travelers in the US have median household income (HHI) of \$75,000 - \$99,000, as compared to national median HHI of \$52,250²
 - Frequent fliers (18% of travelers) have a HHI > \$100,000³
 - ~70% of purchases occur on impulse because these affluent customers are bored, rushed, and stressed⁴



¹ACI, 2016

²ACI, 2016

³Airport World Magazine, 2016

⁴Airport Revenue News

⁵Statista, IBIS World, Skin Inc, Technavio

⁶Federal Aviation Administration

XpresSpa[®] ATTRACTIVE MARKET SEGMENT

- Global wellness was a \$3.7 trillion industry in 2015, up 10.6% from \$3.3 trillion in 2013¹
 - The global spa industry represented \$98.6 billion in 2015¹
 - Fitness, mind & body represented \$542 billion in 2015¹
- Health & wellness services are an attractive retail segment and are insulated from the “Amazon” effect
- Very few public Health & Wellness service “pure plays”
- Unique opportunity to capitalize on powerful Health & Wellness trends



¹ Global Wellness Institute's Global Wellness Economy Monitor January 2017

XpresSpa® STRONG UNIT LEVEL ECONOMICS VS. PEERS¹

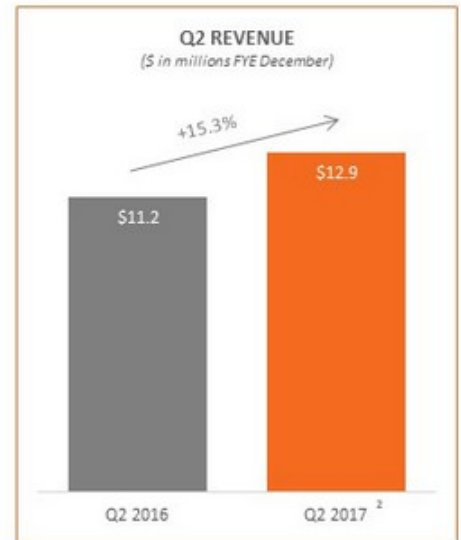
COMPANY	XpresSpa®	HAND & STONE® MASSAGE AND FACIAL SPA	ME Massage Envy
AVERAGE BOX SIZE	1,183	2,800	3,000
AUV / SALES	\$984,256 ¹	\$935,492	\$1,311,216
SALES PER SQ. FT.	\$832	\$334	\$437
STORE PROFIT / EBITDA	19.6%	N/A	14.1%
AVERAGE INVESTMENT COST PER NEW LOCATION	\$529,000	\$497,272	\$677,275
PAYBACK PERIOD	2.70 years	N/A	3.66 years
CASH-ON-CASH RETURN	37.1%	N/A	27.0%

¹ Publicly available information from Franchise Disclosure Documents and SEC filings



JFK TERMINAL 8

XpresSpa is on track to achieve its 2017 revenue guidance of \$50 million²



■ PostFORM Holdings Acquisition

¹ management guidance

² based on preliminary results

XpresSpa[®] KEY INITIATIVES

CORPORATE

- Increase profitability by reducing corporate overhead
- Leverage FORM Holdings resources to create synergies

SAME STORE

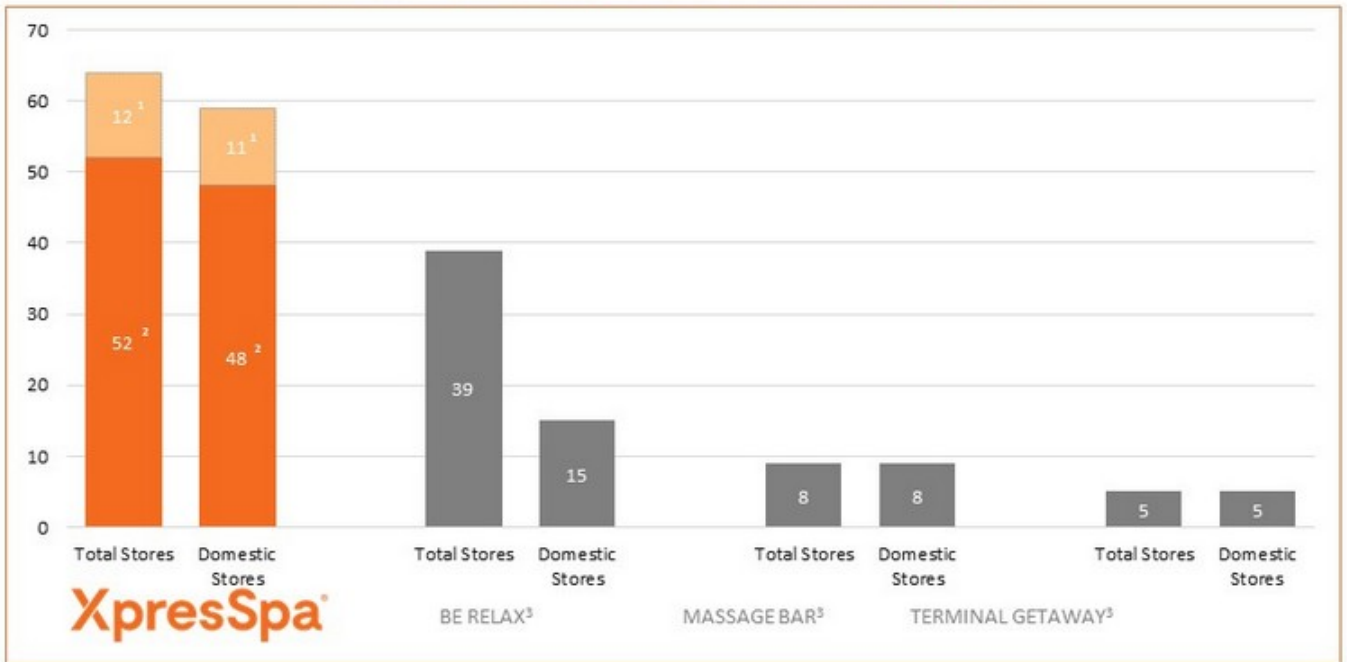
- Better recruitment and retention of employees
- Schedule staff based on enplanements
- Improve store productivity
 - > Rollout new store design to maximize ROI and further enhance customer experience
 - > Introduce new technology system in Q4 2017

EXPANSION

- Consistent engagement with terminal owners and prime lease holders
- International expansion
- Explore franchise model for secondary and tertiary airports in late 2017 with projected revenue in 2018



Currently over 3x larger than closest U.S. competitor



■ New Locations with Signed Leases & Term Sheets in place

¹ based on revised 2017 plan

² as of 6/30/17

³ based on company websites as of 7/11/2017

XpresSpa® ESTABLISHED AIRPORT PRESENCE

DOMESTIC	AIRPORT	TOTAL ¹
Atlanta	ATL	2
Charlotte	CLT	1
Chicago O'Hare	ORD	1
Dallas	DFW	6
Denver	DEN	2
Houston	HOU	1
Las Vegas	LAS	3
Los Angeles	LAX	2
Miami	MIA	1
Minneapolis	MSP	3
New York - JFK	JFK	6
New York - LaGuardia	LGA	1
Orlando	MCO	4
Philadelphia	PHI	3
Phoenix	PHX	2
Pittsburgh	PIT	1
Raleigh-Durham	RDU	1
Salt Lake City	SLC	2
San Francisco	SFO	4
Santa Ana	SNA	1
Washington DC	DCA	1
TOTAL		48

¹ as of June 30, 2017

INTERNATIONAL	AIRPORT	TOTAL ¹
Amsterdam	AMS	3
Dubai	DXB	1
TOTAL		4





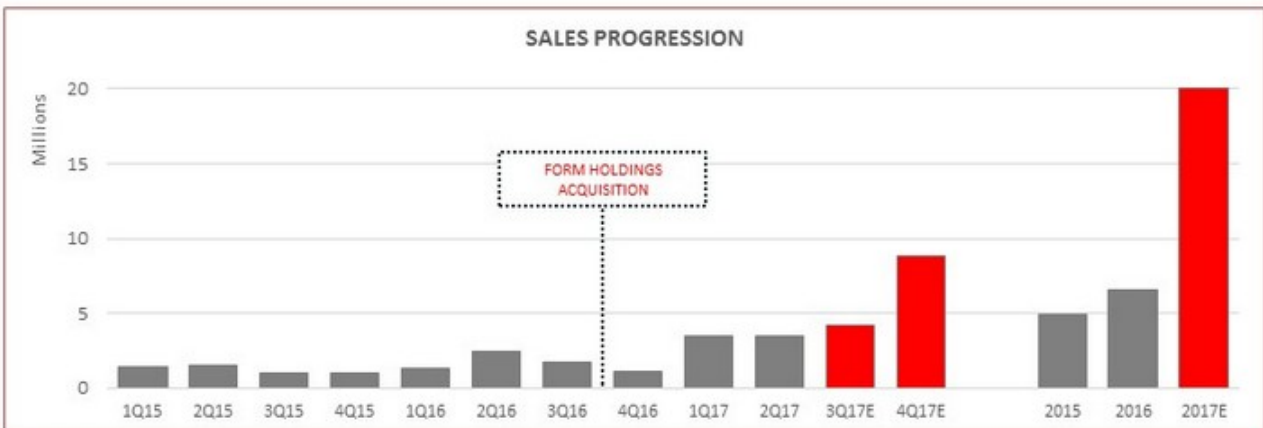
DUBAI AIRPORT
(UNDER CONSTRUCTION)



GROUP**MOBILE**
ADVANCED RUGGED TECHNOLOGY

F O R M
H O L D I N G S

- Provider of rugged computing systems and solutions services
- Focused on enterprise sales contracts with large corporations and municipalities
- Growing services business with integration of Excalibur Integrated Systems acquisition
- Experienced sales & leadership teams with strong relationships with manufacturer representatives and brand agnostic approach differentiates Group Mobile from competition
- Strong pipeline of RFP's in law enforcement and long-term corporate contracts
- Year-over-year growth in revenues and bookings/customer commitments¹
- Service centers in Chattanooga, TN and Phoenix, AZ



¹ Bookings and customer commitments is a Non-GAAP financial measure that assesses the health of the business. It represents orders placed and orders committed from customers, which will be fulfilled in the future. Group Mobile expects to recognize bookings and commitments from customers as revenues throughout 2017.

CATEGORIES



RUGGED LAPTOPS



RUGGED TABLETS



RUGGED HANDHELDS



BARCODE SCANNERS



PRINTERS



GATEWAYS & MODEMS



RUGGED MOBILE ACCESSORIES
(MOUNTS ETC.)



IN-CAR VIDEO & BODY WORN
CAMERAS



DRONES

BRANDS



SERVICE OFFERINGS



DESIGN



INSTALLATION



INTEGRATION



IMPLEMENTATION



WARRANTY

LEADERSHIP TEAM



ANDREW PERLMAN

CEO & Director

- Former Head of Digital, Classic Media
- Former Vice President of Global Digital Business Development, EMI Music
- George Washington University, B.A.



ANASTASIA NYRKOVSKAYA

CPA, CFO & Treasurer

- Former Vice President and Assistant Global Controller, NBC Universal Media, LLC
- Former Auditor, KPMG LLP
- Moscow State University of Publishing and Printing Arts



JASON CHARKOW

Senior Vice President of Business & Legal Affairs

- Former of Counsel, Intellectual Property Litigation, Winston & Strawn LLP
- Former Attorney, Jones Day
- Hofstra University, J.D.



ED JANKOWSKI

Senior Vice President of FORM Holdings & CEO of XpresSpa

- Former Vice President, Luxottica
- Former Senior Vice President, Godiva
- Former Chief Operating Officer, Safilo Group
- Former President, World Duty Free Group
- Former Vice President, Liz Claiborne



DARIN WHITE

Vice President of FORM Holdings & President of Group Mobile

- Former Senior Southeastern Regional Sales Manager, Getac USA
- Former Southeast Regional Sales Manager, General Dynamics Itronix
- Former Managing Director, Virtual Mobile Technologies LLC
- Former Vice President of Sales Strategic Markets, ICM

BOARD OF DIRECTORS



SALVATORE GIARDINA

Director & Chair of Audit Committee

- CFO Pragma Weeden Holdings LLC
- Former SVP & CFO, G-Trade Services & ConvergeX Global Markets
- Former EVP, CFO & Controller, Ladenburg Thalmann & Co., Inc.
- Current Director & Audit Committee Chair, National Holdings Corporation



JOHN ENGELMAN

Director

- Co-head International TV & DreamWorks Classics, DreamWorks Animation
- Co-founder, Boomerang Media
- Founder & CEO, Classic Media
- Former CEO, Broadway Video
- Harvard College, B.A.; Harvard Law School, J.D.



RICHARD ABBE

Director

- Co-Founder, Principal, Managing Partner & Co-Chief Investment Officer, Iroquois Capital Management LLC
- Co-Founder & Former Chief Investment Officer, Vertical Ventures LLC
- Former Senior Managing Director & Member of the Board of Directors, Gruntal & Company



ANDREW PERLMAN

CEO & Director

- Former Head of Digital, Classic Media
- Former VP of Global Digital Business Development, EMI Music
- George Washington University, B.A.



BRUCE BERNSTEIN

Director & Chair of Compensation Committee

- President, Rockmore Capital, LLC
- Former Co-President, Omicron Capital, LP
- Former President, Fortis Investments Inc.
- Current Board Member, Summit Digital Health
- City University of New York (Baruch), B.B.A.



DONALD STOUT

Director

- Co-founder, NTP Inc.
- Partner, Antonelli Terry Stout & Kraus LLP
- Former patent examiner, USPTO
- Pennsylvania State University, B.S.; George Washington University, J.D.



ANDREW HEYER

Director

- Managing Partner & CEO, Mistral Equity Partners
- Founder & Partner, Trimaran Capital Partners
- Vice Chairman, CIBC World Markets
- Founder & Partner, The Argosy Group
- Managing Director, Drexel Burnham Lambert
- University of Pennsylvania, B.S.; The Wharton School, M.B.A.

CAPITALIZATION TABLE ¹

FULLY DILUTED SHARES		38,324,415
COMMON STOCK		26,540,689
PREFERRED STOCK (AS CONVERTED BASIS AT \$6.00 PER SHARE)		3,364,429
WARRANTS OUTSTANDING ²	\$5.00 STRIKE, EXPIRE APRIL 2021	50,000
	\$3.00 STRIKE, EXPIRE MAY 2020	537,500
	\$3.00 STRIKE, EXPIRE OCTOBER 2021	2,500,000
EMPLOYEE INCENTIVE PLAN OUTSTANDING		5,331,797

¹ as of September 18, 2017

² warrants convertible into 343,377 shares of common stock with a strike price of \$17.50 expired on July 19, 2017

SUMMARY

- Create a pure-play health & wellness services company, built around XpresSpa
- Find strategic alternatives for Technology assets to maximize value
- Expand XpresSpa's most productive units into new and existing locations
- Continue to refine XpresSpa's operating model to improve customer experience and maximize revenue opportunities
- Identify, test and validate complimentary service offerings that will serve as extensions of our health & wellness mandate
- Augment XpresSpa's merchandising approach to exploit retail revenue opportunities
- Launch franchise strategy geared toward secondary and tertiary markets

CONTACT INFORMATION

For more information, please contact:



FORM Holdings Corp.
780 3rd Avenue, 12th Floor
New York, NY 10017

212-309-7549
IR@FORMHoldings.com
