
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): March 18, 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))

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 March 18, 2019, XpresSpa Group, Inc. (the “Company”) entered into an amendment to that certain Section 382 Rights Agreement (the “Amendment”), dated March 18, 2016, by and between the Company and American Stock Transfer & Trust Company, LLC, as rights agent (the “Section 382 Rights Agreement”), for the purpose of, among other things, modifying the definition of “Final Expiration Date” in the Section 382 Rights Agreement from March 18, 2019 to March 19, 2022 (subject to other earlier termination events).

The foregoing description of the Amendment does not purport to be complete and is subject to, and qualified in its entirety, by reference to the full text of such agreement, which is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 3.03 Material Modification to Rights of Security Holders.

The Information set forth in Item 1.01 above is incorporated by reference into this Item 3.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description of Exhibits
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<u>10.1</u>	<u>Amendment to Section 382 Rights Agreement, dated March 18, 2019, by and between the Company and American Stock Transfer & Trust Company, LLC.</u>
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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: March 22, 2019

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

AMENDMENT TO SECTION 382 RIGHTS AGREEMENT

AMENDMENT dated as of March 18, 2019 (this "Amendment"), to the SECTION 382 RIGHTS AGREEMENT dated as of March 18, 2016 (the "Rights Agreement"), between XPRESSPA GROUP, INC., a Delaware corporation (the "Company"), and AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC, as Rights Agent (the "Rights Agent").

WHEREAS, the Company may from time to time supplement or amend the Rights Agreement in accordance with the provisions of Section 26 thereof;

WHEREAS, the Company desires to amend the Rights Agreement as provided herein and subject to the terms and conditions hereof.

NOW, THEREFORE, in consideration of the foregoing and the mutual agreements set forth in the Rights Agreement and this Amendment, the parties hereto hereby agree as follows:

SECTION 1. Capitalized Terms. Capitalized terms used but not otherwise defined herein shall have the meanings specified in the Rights Agreement.

SECTION 2. Amendment. The Rights Agreement is hereby amended as follows:

(a) Definitions. The reference to March 18, 2019 in the definition of "Final Expiration Date" in Section 1 of the Rights Agreement is hereby changed to March 18, 2022.

(b) Exhibit B. The references to March 18, 2019 in Exhibit B, Form of Right of Certificate, of the Rights Agreement are hereby changed to "the Final Expiration Date (as defined in the Rights Agreement, as may be amended from time to time)".

(c) Exhibit C. The reference to March 18, 2019 in the Exhibit C, Summary of Rights, of the Rights Agreement is hereby changed to "the Final Expiration Date (as defined in the Rights Agreement, as may be amended from time to time)".

SECTION 3. Full Force and Effect. Except as expressly amended hereby, the Rights Agreement shall continue in full force and effect in accordance with the provisions thereof.

SECTION 4. Governing Law. This Amendment shall be deemed to be a contract made under the law of the State of Delaware and for all purposes shall be governed by and construed in accordance with the law of such State applicable to contracts to be made and performed entirely within such State.

SECTION 5. Counterparts; Effectiveness. This Amendment may be executed in any number of counterparts and each of such counterparts shall for all purposes be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. A signature to this Amendment transmitted electronically shall have the same authority, effect and enforceability as an original signature. This Amendment and the amendments set forth in Section 2 hereof shall become effective on the date first referenced above.

SECTION 6. Descriptive Headings. Descriptive headings of the several Sections of this Amendment are inserted for convenience only and shall not control or affect the meaning or construction of any of the provisions hereof.

SECTION 7. Rights Agreement as Amended. From and after the date hereof, any reference to the Rights Agreement and the Form of Right Certificate attached thereto shall mean such agreement or certificate, as applicable, as amended hereby.

SECTION 8. Severability. If any term, provision, covenant or restriction of this Amendment is held by a court of competent jurisdiction or other authority to be invalid, void or unenforceable, the remainder of the terms, provisions, covenants and restrictions of this Amendment shall remain in full force and effect and shall in no way be affected, impaired or invalidated.

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed as of the day and year first above written.

XPRESSPA GROUP, INC.

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

AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC, as Rights
Agent

By /s/ Michael A. Nespoli
Name: Michael A. Nespoli
Title: Executive Director
