

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): July 10, 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 7.01. Regulation FD Disclosure.

On July 10, 2019, XpresSpa Group, Inc. (the “Company”) posted a new presentation on the investors section of its website at <https://xpresspagroup.com/investors/events/> that it used in connection with the previously announced webcast held on July 10, 2019. Information on the Company’s website does not constitute a part of this Current Report on Form 8-K.

In accordance with General Instruction B.2 on Form 8-K, the information set forth in this Item 7.01 and the 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

<u>Exhibit Number</u>	<u>Description</u>
99.1	Presentation used in connection with Webcast held on July 10, 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: July 10, 2019

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

XpresSpa Group

a preeminent
pure-play health and wellness
services company

WEBCAST PRESENTATION
2019 | July

NASDAQ: XSPA

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 relating to expectations about future results or events are based upon information available to XpresSpa Group as of today’s date, and are not guarantees of the future performance of the company, and actual results may vary materially from the results and expectations discussed. Additional information concerning these and other risks is contained in XpresSpa Group’s most recently filed Annual Report on Form 10-K, Quarterly Report on Form 10-Q, recent Current Reports on Form 8-K and other SEC filings. All subsequent written and oral forward-looking statements concerning XpresSpa Group, or other matters and attributable to XpresSpa Group or any person acting on its behalf are expressly qualified in their entirety by the cautionary statements above. XpresSpa Group does not undertake any obligation to publicly update any of these forward-looking statements to reflect events or circumstances that may arise after the date hereof.

Trademark Usage

XpresSpa Group the XpresSpa Group logo, and other XpresSpa Group trademarks, service marks, and designs are registered or unregistered trademarks of XpresSpa Group Inc. 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. XpresSpa Group Inc. 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.

Non-GAAP presentation for illustration purposes only

	Actual		Fully Diluted upon Exercise of Conversion Features of Notes and Preferreds	
	Before	After	Before	After
Current maturities of debt:				
(1) Secured Convertible Notes due November 17, 2019	\$ 2,338,610	\$ -	\$ 2,338,610	\$ -
(2) B3D, LLC Senior Secured 11.24% Credit Agreement due December 31, 2019	\$ 6,500,000	\$ -	\$ 6,500,000	\$ -
Sub-total Current maturities of Debt	\$ 8,838,610	\$ -	\$ 8,838,610	\$ -
Long-term maturities of debt:				
(1) Secured Convertible Notes due November 17, 2019	\$ -	\$ -	\$ -	\$ -
(2) B3D, LLC Senior Secured 9.0% Convertible Credit Agreement due December 31, 2021	\$ -	\$ 7,000,000	\$ -	\$ -
(3) Calm.com, Inc. Unsecured 5% Convertible Note due May 31, 2022	\$ -	\$ 2,500,000	\$ -	\$ -
Sub-total Long-term maturities of Debt	\$ -	\$ 9,500,000	\$ -	\$ -
TOTAL DEBT	\$ 8,838,610	\$ 9,500,000	\$ 8,838,610	\$ -
Common Shares Ownership:				
Existing common shares	1,970,960	1,970,960	1,970,960	1,970,960
(1) Secured Convertible Notes due November 17, 2019, as converted into common	-	585,660	-	585,660
(1) Secured Convertible Notes due November 17, 2019, as converted into common (\$0.01 warrants)	-	356,772	-	356,772
(6) Series F Preferred Shares, as converted to common	-	-	-	450,000
(2) B3D, LLC Senior Secured 9.0% Convertible Credit Agreement, as converted into common	-	-	-	3,500,000
(3) Calm.com, Inc. Unsecured 5% Convertible Note due May 31, 2022, as converted into Series E Preferred	-	-	-	1,250,000
Sub-total effect of debt conversions	-	942,432	-	6,142,432
(4) Series D 9% Preferred Stock, as converted into common at \$2.00 per share	-	-	-	12,047,832
Sub-total effect of equity conversions	-	-	-	12,047,832
Effect on common shares outstanding of (1) through (6) above	-	942,432	-	18,190,264

Note: The above table should be read in conjunction with the Company's Press Release dated July 8, 2019 and the related Webcast released on July 10, 2019

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WEBCAST PRESENTATION
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