
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) May 12, 2018

Ominto, Inc.
(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>001-37639</u> (Commission File Number)	<u>13-4067623</u> (IRS Employer Identification No.)
<u>1515 S. Federal Highway, Suite 307, Boca Raton, FL</u> (Address of principal executive offices)		<u>33432</u> (Zip Code)

Registrant's telephone number, including area code (561) 362-2393

(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 1 4a- 12 under the Exchange Act (17 CFR 240.1 4a- 12)
- Pre-commencement communications pursuant to Rule 1 4d-2(b) under the Exchange Act (17 CFR 240.1 4d-2(b))
- Pre-commencement communications pursuant to Rule 1 3e-4(c) under the Exchange Act (17 CFR 240.1 3e-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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On May 12, 2018, Gregory J. Newell amicably resigned from the Board of Directors (the “Board”) of Ominto, Inc., a Nevada corporation (the “Company”). Mr. Newell was a member of the Board’s audit committee and compensation committee. Mr. Newell’s resignation did not result from any disagreement with us concerning any matter relating to the Company’s operations, policies or practices.

On May 13, 2018, Jaye Connolly-LaBelle amicably resigned from the Board. Ms. Connolly-LaBelle was a member of the Board’s audit committee (Chair) and nominating and corporate governance committee. Ms. Connolly-LaBelle’s resignation did not result from any disagreement with us concerning any matter relating to the Company’s operations, policies or practices.

On May 13, 2018, Peter H. Harris amicably resigned from the Board. Mr. Harris was a member of the Board’s audit committee and compensation committee (Chair). Mr. Harris’ resignation did not result from any disagreement with us concerning any matter relating to the Company’s operations, policies or practices.

On May 13, 2018, Gary S. Baughman amicably resigned from the Board. Mr. Baughman was a member of the Board’s audit committee, nominating and corporate governance committee (Chair) and compensation committee. Mr. Baughman’s resignation did not result from any disagreement with us concerning any matter relating to the Company’s operations, policies or practices.

On May 13, 2018, Mitchell C. Hill amicably resigned from the Board. Mr. Hill was an Executive Director of the Company. Mr. Hill’s resignation did not result from any disagreement with us concerning any matter relating to the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure.

On May 18, 2018, the Company issued a press release announcing the resignations of Mr. Hill, Mr. Newell, Ms. Connolly-LaBelle, Mr. Harris and Mr. Baughman. A copy of the press release is furnished as Exhibit 99.1 to this Report.

In accordance with General Instruction B.2 of Form 8-K, the press release is deemed to be “furnished” and shall not be deemed “filed” for the purpose 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 and Exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

Number Description

99.1 [Press Release dated May 18, 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.

Date: May 18, 2018

OMINTO, INC.

By: /s/ Jim Spielman
Name: Jim Spielman
Title: Chief Financial Officer

Ominto, Inc. Announces Board Resignations

BOCA RATON, FL, May 18, 2018 – Ominto, Inc. (Nasdaq: OMNT), a growth company with global operations in the e-commerce, marketing, and entertainment industries, today announced that Mitch Hill, Gregory Newell, Jaye Connolly-LaBelle, Peter Harris and Gary Baughman have resigned from its Board of Directors without disagreement.

Michael Hansen, Founder and CEO of Ominto, Inc. stated, “It has been an honor and a privilege to work with such great leaders over the last few years. They have played an important role in the development of the company and we appreciate their support and contributions. We are sincerely grateful for their dedicated service and wish them well in their future endeavors.”

Mr. Hansen, continued, “The search has already commenced for new members of our Board. In particular, we are pursuing leaders who have considerable experience in the e-commerce sector and who understand the unique requirements of a global company. We are identifying and engaging with innovators and pioneers in online commerce.”

About Ominto, Inc.

Ominto is a growing company with global operations in the e-commerce, marketing, and entertainment industries. The company owns or invests in strategic entities that provide value to its global customer base.

Ominto is a pioneer in global Cash Back and first to market in many regions of the world. At the core of Ominto’s business is Dubli.com, a global consumer Cash Back e-commerce digital marketplace. At Dubli.com or at Partner sites powered by Ominto.com, consumers shop at their favorite stores, save with the best coupons and deals, and earn Cash Back with each purchase. The Ominto.com website features thousands of brand name stores and industry-leading travel companies from around the world, providing Cash Back savings to consumers in more than 120 countries. Ominto’s Partner Programs offer a white label version of the Ominto.com shopping and travel website to businesses and non-profits, providing them with a professional, reliable web presence that builds brand loyalty with their members, customers or constituents while earning commissions for the organization and Cash Back for shoppers on each transaction.

For more information, please visit Ominto's corporate website <http://ominto.com>.

Forward-looking Statements

This press release contains forward-looking statements that involve substantial risks and uncertainties. These include statements about Ominto’s expectations, beliefs, intentions or strategies for the future, which are indicated by words or phrases such as “anticipate,” “expect,” “intend,” “plan,” “will,” “believe,” “projects,” “could,” “would,” “intend” and similar expressions. You can also identify them by the fact that they do not relate strictly to historical or current facts. The forward-looking statements reflect Ominto’s current view about future events and are subject to risks, uncertainties and assumptions. Because forward-looking statements relate to the future, by their nature, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict. Ominto may not actually achieve the expectations disclosed in the forward-looking statements and you should not place undue reliance on Ominto's forward-looking statements. These forward-looking statements involve risks and uncertainties that could cause actual results or events to differ materially from the expectations disclosed in the forward-looking statements, including, but not limited to: risks related to Ominto’s ability to continue as a going concern being in doubt; material weaknesses in Ominto’s internal controls, Ominto’s inability to generate enough customers or enough purchasing activity for our shopping websites; Ominto’s inability to establish and maintain a large growing base of Business Associates; Ominto’s failure to adapt to technological change; increased competition; increased operating costs; changes in legislation applicable to Ominto’s business; material weaknesses in Ominto’s internal controls; Ominto’s failure to improve our internal controls; and Ominto’s inability to generate sufficient cash flows from operations or to secure capital to enable us to maintain our current operations or support our intended growth; along with other risks and potential factors that could affect Ominto's business and financial results identified in Ominto's filings with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended September 30, 2016.

For More Information, Please Contact:

Michael Hansen

investorrelations@ominto.com