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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 11, 2018

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

Nevada  
(State or other jurisdiction  
of incorporation)

001-37639  
(Commission  
File Number)

13-4067623  
(IRS Employer  
Identification No.)

1515 S. Federal Highway, Suite 307, Boca Raton, FL  
(Address of principal executive offices)

33432  
(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.

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**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

On May 11, 2018, the board of directors of Ominto, Inc. (the "Company") approved a decision to voluntarily withdraw its common stock, par value 0.001 per share ("Common Stock"), from listing on the Nasdaq Capital Market. The Company intends to file with the Securities and Exchange Commission, and Nasdaq, a Form 25 relating to the delisting of its Common Stock on May 24, 2018. It is anticipated that the delisting will become effective June 3, 2018, ten days after filing the Form 25. As a result, the Company expects the last day of trading of its Common Stock on the Nasdaq Capital Market will be on or about June 1, 2018. The Company has filed an application to have its shares quoted on the OTC Pink which is operated by OTC Market Groups Inc., under the symbol "OMNT" and anticipates that its shares will begin to trade on the OTC Pink effective June 4, 2018. The Company does not expect the transition to the OTC Pink to affect the Company's business operations.

**Item 7.01. Regulation FD Disclosure.**

On May 14, 2018, the Company issued a press release announcing decision to voluntarily withdraw its Common Stock from listing on the Nasdaq Capital Market. 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.

*Cautionary Note Regarding Forward-Looking Statements.* Except for historical information contained in this Form 8-K and the press release attached as an exhibit hereto, this Form 8-K and the press release contain forward-looking statements which involve certain risks and uncertainties that could cause actual results to differ materially from those expressed or implied by these statements. Please refer to the cautionary note in the press release regarding these forward-looking statements.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	<a href="#">Press Release dated May 14, 2018.</a>

**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 14, 2018

OMINTO, INC.

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

**Ominto, Inc. Announces Voluntary Delisting from the Nasdaq Stock Market**

**BOCA RATON, FL, May 14, 2018** – Ominto, Inc. (Nasdaq: OMNT), a growth company with global operations in the e-commerce, marketing, and entertainment industries, today announced that it has notified the Nasdaq Stock Market of its intent to withdraw its common stock, par value 0.001 per share, from listing on the Nasdaq Capital Market. The Company intends to file with the Securities and Exchange Commission, and Nasdaq, a Form 25 relating to the delisting of its common stock on May 24, 2018. It is anticipated that the delisting will become effective June 3, 2018, ten days after filing the Form 25. As a result, the Company expects the last day of trading of its common stock on the Nasdaq Capital Market will be on or about June 1, 2018. The Company has filed an application to have its shares quoted on the OTC Pink which is operated by OTC Market Groups Inc., under the symbol “OMNT” and anticipates that its shares will begin to trade on the OTC Pink effective June 4, 2018. The Company does not expect the transition to the OTC Pink to affect the Company’s business operations.

The Company’s decision to withdraw its common stock from listing on the Nasdaq Capital Market is due to the fact that the Company has been unable to timely file its periodic reports for the fiscal year ended September 30, 2017, and the quarter ended December 31, 2017. As previously disclosed, on each of January 3, 2018, February 22, 2018 and March 1, 2018 the Company received a letter from Nasdaq indicating that the Company is not in compliance with Nasdaq’s continued listing requirements under the timely filing criteria outlined in Listing Rule 5250(c)(1), and as of May 14, 2018, the Company has not regained compliance with the Nasdaq Rules.

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:

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