
**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 1, 2019

PERMA-FIX ENVIRONMENTAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

1-11596
(Commission
File Number)

58-1954497
(IRS Employer
Identification No.)

8302 Dunwoody Place, Suite 250, Atlanta, Georgia
(Address of principal executive offices)

30350
(Zip Code)

Registrant's telephone number, including area code: (770) 587-9898

Not applicable

(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:

- Written communications pursuant to Rule 425 under the Securities Act
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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 May 1, 2019, the Board of Directors of Perma-Fix Environmental Services, Inc., a Delaware corporation (the “Company”), approved a First Amendment to the Shareholder Rights Agreement dated May 2, 2018, between the Company and Continental Stock Transfer & Trust Company, as Rights Agent (the “Rights Agreement”), to extend the term of the Rights Agreement from May 2, 2019 to May 2, 2021. As a result of the First Amendment, the Rights Agreement will continue in effect until May 2, 2021 (the “Final Expiration Date”), unless the rights issued thereunder (“Rights”) have been previously redeemed, exchanged or amended, or prior to the Final Expiration Date the Rights have been terminated as a result of a merger or other acquisition transaction involving the Company pursuant to an agreement that has been approved by the Board prior to any Person (as defined in the Rights Agreement) becoming an Acquiring Person. Except for the extension of the Final Expiration Date of the Rights Agreement from May 2, 2019 to May 2, 2021, the other terms and conditions of the Rights Agreement remain unchanged.

A copy of the First Amendment is attached to this Current Report on Form 8-K as Exhibit 4.2 and is incorporated by reference herein. The foregoing description of the First Amendment is qualified in its entirety by reference to Exhibit 4.2.

Item 3.03 – Material Modification to Rights of Security Holders.

The information set forth under “Item 1.01. Entry into a Material Definitive Agreement” of this Current Report on Form 8-K with respect to the amendment of the Company’s Shareholder Rights Agreement is incorporated into this Item 3.03 by reference.

Item 7.01 – Regulation FD Disclosure.

On May 3, 2019, the Company issued a press release announcing the extension of the term of the Rights Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in this Item 7.01 and Exhibit 99.1 incorporated into this Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”) or otherwise subject to the liabilities of that section, nor shall such information, including Exhibit 99.1, be deemed incorporated by reference into any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 – Financial Statements and Exhibits.

(d) Exhibits.

- 4.1 [Shareholder Rights Agreement, dated and effective as of May 2, 2018, between Perma-Fix Environmental Services, Inc. and Continental Stock Transfer & Trust Company as Rights Agent \(incorporated by reference to Exhibit 4.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on May 2, 2018\).](#)
- 4.2 [First Amendment to Shareholder Rights Agreement, dated May 2, 2019, between Perma-Fix Environmental Services, Inc. and Continental Stock Transfer & Trust Company as Rights Agent.](#)
- 99.1 [Press Release of Perma-Fix Environmental Services, Inc., dated May 3, 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.

Dated: May 3, 2019

PERMA-FIX ENVIRONMENTAL SERVICES, INC.

By: /s/ Ben Naccarato
Ben Naccarato
Vice President and
Chief Financial Officer

FIRST AMENDMENT TO SHAREHOLDER RIGHTS AGREEMENT

This First Amendment to Shareholder Rights Agreement (this "**Amendment**") is made effective as of the 2nd day of May, 2019. This Amendment is an amendment to the Shareholder Rights Agreement dated as of May 2, 2018 (the "**Rights Agreement**"), between Perma-Fix Environmental Services, Inc., a Delaware corporation (the "**Company**"), and Continental Stock Transfer & Trust Company (the "**Rights Agent**"). The Company and the Rights Agent are collectively referred to as the "**Parties**" and each individually as a "**Party**."

RECITALS

WHEREAS, the board of directors of the Company (the "**Board**") previously adopted the Rights Agreement;

WHEREAS, on May 2, 2018, the Board declared a dividend distribution of one purchase right (a "**Right**") for each outstanding share of the Company's common stock, par value \$0.001 per share (the "**Common Stock**"), outstanding as of the close of business on May 12, 2018 (the "**Record Date**"), and authorized the issuance of one Right for each share of Common Stock that becomes outstanding between the Record Date and the earliest of the Distribution Date, the Redemption Date and the Final Expiration Date (as such terms are defined in the Rights Agreement), and under certain other circumstances, with each Right initially representing the right to purchase one one-thousandth of a share of the Company's Series B Junior Participating Preferred Stock (the "**Preferred Stock**") at a price of \$20.00 (the "**Exercise Price**"), subject to certain adjustments;

WHEREAS, the Rights are set to expire at the close of business on May 2, 2019 (the "**Final Expiration Date**");

WHEREAS, pursuant to Section 27 of the Rights Agreement, prior to the time any Person becomes an Acquiring Person, the Company may, and the Rights Agent shall if the Company so directs, supplement or amend any provision of the Rights Agreement, without the approval of any holders of Rights;

WHEREAS, the Board has determined to amend the Rights Agreement to extend the Final Expiration Date; and

WHEREAS, the Company has delivered to the Rights Agent a certificate stating that this Amendment complies with Section 27 of the Rights Agreement and has directed the Rights Agent to amend the Rights Agreement as set forth herein.

NOW THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the Parties hereby agree as follows.

Section 1. Amendments to Rights Agreement. Section 7(a) of the Rights Agreement is hereby deleted and replaced in its entirety with the following:

(a) Subject to Section 7(e) hereof, the registered holder of any Rights Certificate may exercise the Rights evidenced thereby (except as otherwise provided herein including, without limitation, in the restrictions on exercisability set forth in Sections 9(c), 11(a)(iii) and 23(a) hereof), in whole or in part, at any time after the Distribution Date upon surrender of the Rights Certificate, with the form of election to purchase and the certificate on the reverse side thereof properly completed and duly executed, to the Rights Agent at the office of the Rights Agent designated for such purpose, together with payment of the Exercise Price for each one one-thousandth of a share of Preferred Stock (or Common Stock, other securities, cash or other assets, as the case may be) as to which the Rights are exercised, at or prior to the earliest of (i) the Close of Business on May 2, 2021 (the "**Final Expiration Date**"); (ii) the time at which the Rights are redeemed pursuant to Section 23 hereof (the "**Redemption Date**"); (iii) the time at which the Rights are exchanged pursuant to Section 24 hereof (the "**Exchange Date**"); or (iv) the closing of any merger or other acquisition transaction involving the Company pursuant to an agreement of the type described in Section 1(g)(ii)(A) (4) and Section 13(f) at which time the Rights are terminated; (the earliest of (i), (ii) (iii) and (iv) being herein referred to as the "**Expiration Date**").

Section 2. Remaining Terms; Controlling Agreement. All other provisions of the Rights Agreement that are not expressly amended hereby shall continue in full force and effect. From and after the execution and delivery of this Amendment, any references to the Rights Agreement in the Rights Agreement and other agreements or instruments shall be deemed to refer to the Rights Agreement as amended pursuant to this Amendment. In the event of any conflict between the terms of this Amendment and the Rights Agreement, this Amendment shall control.

Section 3. Effective Date of Amendment. This Amendment shall be effective immediately as of the date first written above, and thereafter, all references to the Agreement shall be deemed to be references to the Agreement, as amended hereby.

Section 4. Descriptive Headings. Descriptive headings of the 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 5. Definitions. Unless otherwise specifically defined herein, each term used herein which is defined in the Rights Agreement shall have the meaning assigned to such term in the Rights Agreement.

Section 6. Counterparts. This Amendment may be executed in one or more counterparts, each of which shall be deemed to be an original, but all of which shall constitute one and the same agreement.

Section 7. Officer's Compliance Certification. The undersigned officer of the Company hereby certifies to the Rights Agent that (i) the amendment to the Rights Agreement set forth in this Amendment is in compliance with Section 27 of the Rights Agreement, and (ii) the certification contained in this Section 7 shall constitute the certification required by Section 27 of the Rights Agreement. The Amendment does not amend Sections 18, 19, 20, 21 or 27 of the Rights Agreement and, accordingly, shall the Amendment shall become effective immediately upon execution by the Company, whether or not also executed by the Rights Agent.

IN WITNESS WHEREOF, the Parties hereto have caused this Amendment to be duly executed by their respective authorized officers as of the day and year first set forth above.

PERMA-FIX ENVIRONMENTAL SERVICES, INC.

By: /s/ Mark Duff

Name: Mark Duff

Title President and Chief Executive Officer

CONTINENTAL STOCK TRANSFER & TRUST COMPANY

By: /s/ Henry Farrell

Name: Henry Farrell

Title Vice President



Perma-Fix Extends Shareholder Rights Plan

ATLANTA – May 3, 2019 – Perma-Fix Environmental Services, Inc. (NASDAQ: PESI) today announced that its Board of Directors has unanimously approved the extension of the Company’s Shareholder Rights Agreement (“Rights Agreement”) to May 2, 2021. The Rights Agreement, adopted on May 2, 2018 to implement the Company’s shareholder rights plan, is designed to ensure that all shareholders of the Company receive fair and equal treatment in the event that an unsolicited attempt is made to acquire the Company outside of the process led by the Board of Directors of the Company. The extension was not in response to any acquisition proposal. Except for the extension of the expiration date of the Rights Agreement from May 2, 2019 to May 2, 2021, the other terms and conditions of the Rights Agreement remain unchanged.

Larry M. Shelton, Chairman of the Board of Directors of Perma-Fix, stated, “The Board decided to extend our existing shareholder rights plan to preserve the Company’s ability to implement management’s strategic plan, which we believe will positively impact the financial results of the Company and increase shareholder value. By extending the shareholder rights plan, we are ensuring that all shareholders can equally and fairly participate in the benefits that we believe will be realized upon full implementation of management’s strategic plan.”

The shareholder rights plan is designed to assist the Company’s Board in enabling all of the Company’s shareholders to realize the long-term value of their investment in the Company, in ensuring that all shareholders receive fair and equal treatment in the event of any proposed takeover of the Company and in protecting the Company and its shareholders from abusive takeover tactics.

The full text of the amendment to the shareholder rights plan will be filed on a Current Report on Form 8-K to be filed by the Company with the U.S. Securities and Exchange Commission on May 3, 2019.

About Perma-Fix Environmental Services

Perma-Fix Environmental Services, Inc. is a nuclear services company and leading provider of nuclear and mixed waste management services. The Company’s nuclear waste services include management and treatment of radioactive and mixed waste for hospitals, research labs and institutions, federal agencies, including the Department of Energy (“DOE”), the Department of Defense (“DOD”), and the commercial nuclear industry. The Company’s nuclear services group provides project management, waste management, environmental restoration, decontamination and decommissioning, new build construction, and radiological protection, safety and industrial hygiene capability to our clients. The Company operates three nuclear waste treatment facilities and provides nuclear services at DOE, DOD, and commercial facilities, nationwide.

Please visit us at <http://www.perma-fix.com>

This press release contains “forward-looking statements” which are based largely on the Company’s expectations and are subject to various business risks and uncertainties, certain of which are beyond the Company’s control. Forward-looking statements generally are identifiable by use of the words such as “believe”, “expects”, “intends”, “anticipate”, “could potentially”, “plans to”, “estimates”, “projects”, and similar expressions. Forward-looking statements include, but are not limited to: benefits of the rights plan; and shareholder benefit. These forward-looking statements are intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. While the Company believes the expectations reflected in this news release are reasonable, it can give no assurance such expectations will prove to be correct. There are a variety of factors which could cause future outcomes to differ materially from those described in this release, including, without limitation, outcome of any litigation; changes in general economic or industry conditions; and the “Risk Factors” discussed in, and referred to in our 2018 Form 10-K. The Company makes no commitment to disclose any revisions to forward-looking statements, or any facts, events or circumstances after the date hereof that bear upon forward-looking statements.

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