

**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): **June 22, 2020**

**Anterix Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-36827**  
(Commission File Number)

**33-0745043**  
(IRS Employer  
Identification No.)

**3 Garret Mountain Plaza  
Suite 401  
Woodland Park, NJ**  
(Address of principal executive offices)

**07424**  
(Zip Code)

**(973) 771-0300**

Registrant's telephone number, including area code

**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 (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12(b))
- 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	Name of Each Exchange on which registered
<b>Common Stock, \$0.0001 par value</b>	<b>ATEX</b>	<b>The Nasdaq Stock Market LLC</b>

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On June 22, 2020, the Board of Directors (the “Board”) of Anterix Inc. (the “Company”), based on the recommendation of the Board’s Nominating and Corporate Governance Committee, authorized and approved the appointment of Gregory Pratt as a member of the Board, effective immediately. The Board determined that Mr. Pratt qualifies as an independent director pursuant to the Securities Act of 1933, as amended (the “Securities Act”), and the listing standards of the Nasdaq Stock Market. The Company issued a press release announcing the appointment of Mr. Pratt. A copy of that press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference in this Item 5.02.

Mr. Pratt currently serves as a board member of Carpenter Technology Corporation (NYSE: CRS), a position he has held since July 2010, as the lead director, chairman of the corporate governance committee and on the strategic finance committee and audit committee of Tredegar Corporation (NYSE: TG), positions he has held since February 2014, and as the audit committee chairman of Operation Warm, a position he has held since July 2010. From November 2014 to November 2017, Mr. Pratt served as a board member to the Public Company Accounting Oversight Board’s Standing Advisory Group. From 2007 until 2017, Mr. Pratt served as the Capital Area Chapter Chairman of the National Association of Corporate Directors. From July 2005 until April 2013, Mr. Pratt served as chairman of the audit committee and as a member of the corporate governance committee of AmeriGas Propane Inc. (NYSE: APU). From July 1998 to January 2010, Mr. Pratt served as the Vice Chairman and as a member of the audit committee of OAO Technology Solutions, Inc. (Nasdaq: OAOT). From October 2009 until July 2010 and from November 2014 until July 2015, Mr. Pratt served as executive chairman, president and CEO of Carpenter Technology Corporation. Prior to this, Mr. Pratt served as a management board member of Intelligent Electronics, Inc. (Nasdaq: INEL) from 1992 to 1996. Mr. Pratt also served as a management board member of Atari Corporation (ASE: ATR) from 1984 to 1992. Mr. Pratt has an MBA in finance from the Wharton School of Business, a Bachelor’s of Science in Business Administration from Cheyney University and is a Certified Public Accountant.

The Company’s non-employee director compensation program provides for an annual cash retainer of \$65,000 for service on the Board, payable in four equal quarterly installments, and on a pro-rata basis for service during any portion of a fiscal quarter. Additionally, the Company’s non-employee director compensation program provides for an annual grant of Restricted Stock Awards, with a grant date fair market value equal to approximately \$90,000, to be issued immediately following each annual meeting of stockholders, and on a pro-rata basis for service during any portion of a year. Under this program, Mr. Pratt will receive a pro-rata payment of the annual cash retainer and receive a pro-rata Restricted Stock Award for shares of the Company’s common stock based on his service through the date of the Company’s 2020 annual meeting of stockholders (the “Restricted Stock Award”). The Restricted Stock Award will vest on the date of the Company’s 2020 annual meeting of stockholders, subject to accelerated vesting in the event of a change of control. The Restricted Stock Award will be subject to the terms and conditions of the Company’s 2014 Stock Plan and a Restricted Stock Award Agreement in the form previously approved by the Board for issuance to the Company’s non-employee directors. The Company’s form of Non-Employee Director Restricted Stock Award Agreement was filed with the Securities and Exchange Commission (the “SEC”) on February 16, 2016 as Exhibit 10.9 to the Company’s Quarterly Report on Form 10-Q for the quarter ended December 31, 2015 and is incorporated herein by reference.

The Company also entered into an Indemnification Agreement with Mr. Pratt. The Indemnification Agreement provides for indemnification and advancement of litigation and other expenses to Mr. Pratt to the fullest extent permitted by law for claims relating to his service to the Company or its subsidiaries. The Company’s form of indemnification agreement was filed with the SEC on December 19, 2014 as Exhibit 10.9 to the Company’s Registration Statement on Form S-1 and is incorporated herein by reference.

There are no family relationships between Mr. Pratt and any of the Company’s directors or executive officers and Mr. Pratt does not have any direct or indirect material interest in any transaction required to be disclosed pursuant to Item 404(a) of Regulation S-K.

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

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Non-Employee Director Restricted Stock Award Agreement (incorporated by reference to Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2015 filed with the Securities and Exchange Commission on February 16, 2016).
10.2	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.9 to the Company's Registration Statement on Form S-1 filed with the Securities and Exchange Commission on December 19, 2014).
<a href="#"><u>99.1</u></a>	<a href="#"><u>Press Release issued by the Company on June 23, 2020 announcing the appointment of Gregory Pratt to the Board of Directors.</u></a>

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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.

**Anterix Inc.**

Date: June 23, 2020

/s/ Gena L. Ashe

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Gena L. Ashe

General Counsel and Corporate Secretary

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## Anterix Appoints Gregory Pratt to Board of Directors

WOODLAND PARK, N.J., June 23, 2020 -- Anterix Inc., (NASDAQ: ATEX), today announced the appointment of Gregory Pratt to its Board of Directors as an Independent Director.

Pratt's career spans the range of leadership experiences, from CFO to CEO to Chairman, and from early stage to market leaders at well-known technology innovators like Atari and Commodore.

"We are very fortunate to have Gregory join our team," said Anterix Chairman Brian McAuley. "His experience aligns perfectly with who we are, and where we are heading, as a company. He has been a founder, an entrepreneur, an executive and a Board Member, including Chairman, for incredibly innovative companies. His management, corporate governance, and finance expertise will be invaluable as we look to move forward following the FCC's recent decision to transition the 900 MHz spectrum band to enable broadband deployment."

Pratt brings more than 40 years of expertise to Anterix. He currently is the non-executive Chairman of Carpenter Technology Corporation, a developer of specialized solutions for the energy, aerospace and medical markets, where he has served on the Board since 2002. He also has been a Director at Tredegar Corporation since 2014, serving as Chairman of their Governance Committee and a member of the Special Finance and Audit Committees.

"I'm excited to join the Board of Directors of Anterix at this pivotal time," said Gregory Pratt. "The company is poised to lead a new wave of innovation in private LTE broadband networks across the utility and enterprise sectors."

Pratt holds a Master of Business Administration in finance from the Wharton School at the University of Pennsylvania and a Bachelor of Science in Business Administration from Cheyney University. Pratt is a Certified Public Accountant.

### **About Anterix**

Anterix enables critical infrastructure and enterprise to transform their businesses through the power of private wireless broadband connectivity on 900 MHz spectrum. Its foundational spectrum allows for greater risk mitigation with increased cyber security, resiliency and control. Anterix is the largest holder of licensed spectrum in the 900 MHz band, with nationwide coverage throughout the contiguous United States, Hawaii, Alaska and Puerto Rico. Anterix has obtained approval from the Federal Communications Commission to modernize and realign the 900 MHz band so it can be used to deploy broadband networks, technologies and solutions. The company's Chairman and CEO co-founded Nextel Communications and have significant experience in telecom operations and innovative spectrum initiatives.

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**Contact**

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