

**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): **February 13, 2021**

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
Common Stock, \$0.0001 par value	ATEX	The Nasdaq Stock Market LLC

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.

Item 8.01 Other Events.

SDG&E Agreement

On February 13, 2021, Anterix Inc. (the “*Company*”) entered into an agreement with San Diego Gas & Electric Company, a subsidiary of Sempra Energy (“*SDG&E*”), to provide 900 MHz broadband spectrum throughout SDG&E’s California service territory, including San Diego and Imperial counties and portions of Orange county (the “*SDG&E Agreement*”). The SDG&E Agreement will support SDG&E’s deployment of a private LTE network for its California service territory, with a population of approximately 3.6 million people. As part of the SDG&E Agreement, Anterix and SDG&E intend to collaborate on accelerating utility industry momentum for private networks.

The SDG&E Agreement has been approved by both companies’ boards of directors. The SDG&E Agreement is subject to customary provisions regarding remedies, including reduced payment amounts and/or refund of amounts paid, and termination rights, if a party fails to perform its contractual obligations. The Company has posted a Fact Sheet (the “*Fact Sheet*”) containing additional information regarding the material terms of the SDG&E Agreement on the Investor Relations page of its website at <http://Anterix.com/docs/sdge-contract-factsheet.pdf>. The Fact Sheet is being filed as Exhibit 99.1 to this Current Report on Form 8-K. The Fact Sheet, and the additional information contained therein regarding the terms of the SDG&E Agreement, is incorporated by reference into this Current Report on Form 8-K.

Investor Conference Call

The Company will hold a conference call on Tuesday, February 16, 2021 at 9:00 a.m. Eastern Time to provide a corporate update. To participate in the conference call, please dial +1-888-267-2845 and use the access code: 630257. A replay of the conference call will be available on the Investor Relations page of the Company’s website at www.anterix.com/events.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Factsheet, dated February 16, 2021.</u>

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: February 16, 2021

/s/ Gena L. Ashe

Gena L. Ashe

General Counsel and Corporate Secretary



February 16, 2021

To our shareholders:

On February 13, 2021, Anterix entered into a license purchase agreement to provide San Diego Gas & Electric ("SDG&E"), a subsidiary of Sempra Energy (the "SDG&E Agreement"), with 900 MHz broadband licenses in its service territory. Under the SDG&E Agreement, Anterix has committed to clear incumbents from the 900 MHz broadband allocation in the SDG&E service territory, secure broadband licenses from the FCC, and assign those broadband licenses to SDG&E. The SDG&E Agreement will support SDG&E's deployment of a private LTE network for its California service territory in San Diego County, Imperial County, and portions of Orange County covering approximately 3.6 million people. As part of the SDG&E Agreement, Anterix and SDG&E intend to collaborate on accelerating utility industry momentum for private networks.

Key elements of the SDG&E Agreement include:

- Assignment of 6 MHz of broadband spectrum, 936.5 - 939.5 MHz paired with 897.5 - 900.5 MHz, within SDG&E's service territory following FCC issuance of broadband licenses to Anterix.
 - Delivery of the broadband spectrum by county, commencing in 2022 and completed by 2023. Anterix has been proactively working with incumbents to clear the 900 MHz broadband allocation in SDG&E's service territory.
 - Total payment of \$50 million dollars, comprised of an initial payment of \$20 million dollars in February 2021, and the remaining \$30 million dollars to be paid through 2023 as broadband spectrum is provided to SDG&E, upon the clearing of 900 MHz incumbents by Anterix and the granting of broadband licenses by the FCC.
 - SDG&E and Anterix will collaborate to accelerate the industry momentum for private networks, including:
 - support of a Technology Accelerator, with focus on grid modernization innovation and wildfire mitigation;
 - support of private LTE systems as a critical component of grid modernization;
 - collaboration in an industry-wide network of 900 MHz private LTE networks that will bring its members the benefit of nationwide scale and scope;
 - support for the importance of low-band spectrum as a complement to mid-band spectrum, such as CBRS, in the deployment of wide area private LTE systems;
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- public support of Southern California clearing efforts;
- support for collective industry action to create utility specific networking benefits and promote private LTE ecosystem expansion through participation in efforts such as the Utility Broadband Alliance (“UBBA”).

Upon completion of the assignment of the broadband licenses to SDG&E, Anterix will have addressed one of the most complicated of the markets containing FCC-deemed “complex systems.” As outlined in Anterix’s May 2020 letter to shareholders, 900 MHz complex systems are defined by the FCC Report and Order as those with 45 or more functionally integrated sites. As discussed with shareholders in the past, Anterix will remain flexible in its approach to establishing relationships with utilities operating these unique complex systems.

The SDG&E Agreement is subject to customary provisions regarding remedies, including reduced payment amounts and/or refund of amounts paid, and termination rights, if a party fails to perform its contractual obligations. In addition, the SDG&E Agreement has been approved by both parties’ Boards of Directors.

Forward-looking Statements

Any statements contained in this fact sheet that do not describe historical facts are forward-looking statements as defined under the Federal securities laws. These forward-looking statements include statements regarding: (i) the Company’s ability to qualify for and obtain broadband licenses and (ii) the Company’s ability to satisfy its other obligations under the SDG&E Agreement. Any such forward-looking statements are based on the Company’s current expectations and are subject to a number of risks and uncertainties that could cause its actual future results to differ materially from its current expectations or those implied by the forward-looking statements, including: (i) the Company may not be able to obtain broadband licenses on favorable terms and on a timely basis, or at all; (iii) the Company may not be successful in commercializing its spectrum assets to its targeted utility and critical infrastructure customers; (iv) the Company has no operating history with its proposed business plan, which makes it difficult to evaluate its prospects and future financial results; and (v) the ongoing coronavirus outbreak could adversely impact the Company’s business, including its broadband licensing and commercialization efforts. These risks and uncertainties and other factors that may affect the Company’s future results of operations are identified and described in more detail in its filings with the Securities and Exchange Commission (the “SEC”), including its Quarterly Report on Form 10-Q for the fiscal quarter ended December 31, 2020, filed with the SEC on February 8, 2021. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this fact sheet. Except as required by applicable law, the Company does not intend to update any of the forward-looking statements to conform these statements to actual results, later events or circumstances or to reflect the occurrence of unanticipated events.
