

**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): **July 3, 2017**

RESONANT INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-36467

(Commission File Number)

45-4320930

(IRS Employer Identification No.)

110 Castilian Drive, Suite 100

Goleta, California

(Address of Principal Executive Offices)

93117

(Zip Code)

(805) 308-9803

(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 (*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 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - 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))
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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.

Effective July 3, 2017, our board of directors increased the size of the board from seven to eight directors, and appointed Jean F. Rankin (age 58) as a director to fill the vacancy created upon the expansion in the size of the board. It is expected that Ms. Rankin will be appointed to the board's compensation committee.

Ms. Rankin served as Executive Vice President, Secretary and General Counsel for LSI Corporation, a designer of semiconductors and software that accelerated storage and networking in data centers, mobile networks and client computing, from 2007 to May 2014, when LSI was acquired by Broadcom Limited (NASDAQ: AVGO) (formerly Avago Technologies). Ms. Rankin was a key participant in the strategic process and negotiations resulting in the company's successful sale to Broadcom. Prior to that, Ms. Rankin served as General Counsel for Agere Systems Inc., before it merged with LSI in April 2007. Prior to Agere, Ms. Rankin held several positions of increasing responsibility at Lucent Technologies, Inc. over a five year span, as well as at AT&T for six years. She holds a law degree from University of Pennsylvania Law School and a B.A. from the University of Virginia.

In accordance with our non-employee director compensation policy, for Ms. Rankin's service on the board, she will be entitled to receive the following compensation:

- Annual Retainer - an annual retainer of \$50,000 in cash, payable quarterly;
- Initial Equity Award - 24,000 restricted stock units, which award will vest as to one-half of the shares on each of the first and second anniversaries of the commencement of her service as a non-employee director, subject to continued service as a director through the applicable vesting date; and
- Annual Equity Award -- on the date of each annual meeting of our stockholders, Ms. Rankin will be granted restricted stock units with a grant date fair value equal to \$50,000, which award will vest as to one-half of the shares on each of the first annual meeting of stockholders and second annual meeting of stockholders following the grant, subject to continued service as a director through the applicable vesting date.

Prior to her appointment as a member of our board of directors, Ms. Rankin did not have any material relationship with us and no such relationship is currently proposed. Ms. Rankin does not have any family relationships with any of our other directors or executive officers. There are no understandings or arrangements between Ms. Rankin and any other person pursuant to which Ms. Rankin was selected as a director.

A press release announcing Ms. Rankin's appointment to the board was issued by us on July 5, 2017, a copy of which is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Press release dated July 5, 2017.

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: July 5, 2017

Resonant Inc.

By: /s/ Jeff Killian

Jeff Killian

Chief Financial Officer

EXHIBIT INDEX

Exhibit

Number

Description

99.1

Press release dated July 5, 2017.



Resonant Appoints Jean Rankin as New Board Member

Seasoned General Counsel with Global Legal and Intellectual Property Expertise Joins Resonant Board

GOLETA, Calif. - July 5, 2017 - Resonant Inc. (NASDAQ: RESN), a designer of filters for radio frequency, or RF, front-ends that specializes in delivering designs for difficult bands and complex requirements, today announced that its board has appointed Jean Rankin as its newest board member. The appointment brings the total number of board members to eight, six of which are independent.

Ms. Rankin comes to Resonant with over 25 years of relevant governance, compliance and regulatory experience within the semiconductor industry. Ms. Rankin served as Executive Vice President, Secretary and General Counsel for LSI Corporation, a designer of semiconductors and software that accelerated storage and networking in data centers, mobile networks and client computing, from 2007 to May 2014, when LSI was acquired by Broadcom Limited (NASDAQ: AVGO) (formerly Avago Technologies). Ms. Rankin was a key participant in the strategic process and negotiations resulting in the company's successful sale to Broadcom. Prior to that, Ms. Rankin served as General Counsel for Agere Systems Inc., before it merged with LSI in April 2007. Prior to Agere, Ms. Rankin held several positions of increasing responsibility at Lucent Technologies, Inc. over a five year span, as well as at AT&T for six years. She holds a law degree from University of Pennsylvania Law School and a B.A. from the University of Virginia.

"After a significant amount of diligence and a detailed understanding of the RF industry, I am convinced that Resonant's unique approach to filter designs has the potential to be a game-changer in the industry," stated Ms. Rankin. "I look forward to helping to create sustainable value for both the company and its shareholders alike."

"We welcome Jean to the board and are confident that she will be a key asset to our growing team," said George Holmes, CEO of Resonant Inc. "She brings a wealth of legal and IP experience from the semiconductor industry, which makes her the perfect fit for Resonant. Jean's insight and guidance will be instrumental as Resonant implements its strategic plan for continued growth."

About Resonant Inc.

Resonant is creating innovative filter designs for the RF front-end, or RFFE, for the mobile device industry. The RFFE is the circuitry in a mobile device responsible for the radio frequency signal processing and is located between the device's antenna and its digital baseband. Filters are a critical component of the RFFE that selects the desired radio frequency signals and rejects unwanted signals and noise.

About Resonant's ISN® Technology

Resonant can create designs for hard bands and complex requirements that we believe have the potential to be manufactured for half the cost and developed in half the time of traditional approaches. The Company's large suite of proprietary mathematical methods, software design tools and network synthesis techniques enable it to explore a much bigger set of possible solutions and quickly derive the better ones. These improved filters still use existing manufacturing methods (i.e. SAW) and can perform as well as those using higher cost methods (i.e. BAW). While most of the industry designs surface acoustic wave filters using a coupling-of-modes model, Resonant uses circuit models and physical models. Circuit

models are computationally much faster, and physical models are highly accurate models based entirely on fundamental material properties and dimensions. Resonant's method delivers excellent predictability, enabling achievement of the desired product performance in roughly half as many turns through the fab. In addition, because Resonant's models are fundamental, integration with its foundry and fab customers is eased because its models speak the "fab language" of basic material properties and dimensions.

Safe Harbor/ Forward-Looking Statements

This press release contains forward-looking statements concerning Resonant's impact on the RF industry and Ms. Rankin's expected contributions to Resonant. Forward-looking statements are made as of the date of this document and are inherently subject to risks and uncertainties which could cause actual results to differ materially from those in the forward-looking statements, including, without limitation, the following: our limited operating history; our ability to complete designs that meet customer specifications; the ability of our customers (or their manufacturers) to fabricate our designs in commercial quantities; the ability of our designs to significantly lower costs compared to other designs and solutions; the risk that the intense competition and rapid technological change in our industry renders our designs less useful or obsolete; our ability to find, recruit and retain the highly skilled personnel required for our design process in sufficient numbers to support our growth; our ability to manage growth; and general market, economic and business conditions. Additional factors that could cause actual results to differ materially from those anticipated by our forward-looking statements are under the captions "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in our most recent Annual Report (Form 10-K) or Quarterly Report (Form 10-Q) filed with the Securities and Exchange Commission. Forward-looking statements are made as of the date of this release, and we expressly disclaim any obligation or undertaking to update forward-looking statements.

Contact:

MZ North America
Greg Falesnik, 1-949-385-6449
Greg.Falesnik@mzgroup.us