

ARK RESTAURANTS CORP  
Form 8-K  
February 13, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **February 12, 2018**

**ARK RESTAURANTS CORP.**

(Exact name of registrant as specified in its charter)

New York                      1-09453              13-3156768  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

**85 Fifth Avenue**

**New York, New York 10003**

(Address of principal executive offices, with zip code)

Registrant's telephone number, including area code: **(212) 206-8800**

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 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.

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)
- 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))

**Item 2.02**

**Results of Operations and Financial Condition.**

On February 12, 2018, ARK Restaurants Corp. (the “Company”) issued a press release announcing financial results for the first fiscal quarter ended December 30, 2017. A copy of the press release titled “Ark Restaurants Announces Financial Results for the First Quarter of 2018” is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

The press release contains certain non-GAAP Disclosures-Continuing Operations EBITDA-Earnings before interest, taxes, depreciation and amortization adjusted for non-cash stock option expense and non-controlling interests. Although EBITDA is not a measure of performance or liquidity calculated in accordance with generally accepted accounting principles (GAAP), the Company believes the use of this non-GAAP financial measure enhances an overall understanding of the Company’s past financial performance, as well as providing useful information to the investor because of its historical use by the Company as both a performance measure and measure of liquidity, and the use of EBITDA by virtually all companies in the restaurant sector as a measure of both performance and liquidity.

This information is intended to be furnished under this Item 2.02 of Form 8-K and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**Item 9.01.**

**Financial Statements and Exhibits.**

(d)

Exhibits

99.1

Press Release, dated February 12, 2018

**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.

**ARK RESTAURANTS CORP.**

By: */s/ Michael Weinstein*  
Name: Michael Weinstein  
Title: Chief Executive Officer

Date: February 12, 2018

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**WGGB LICENSEE, LLC**

By:

WGGB, Inc., Member

**KOCB LICENSEE, LLC**

By:

KOCB, Inc., Member

**WDKY LICENSEE, LLC**

**KOKH, LLC**

By:

WDKY, Inc., Member

**KOKH LICENSEE, LLC**

By:

KOKH, LLC, Member of KOKH Licensee, LLC

By:

WDKY, Inc., Member of KOKH, LLC

**WUPN LICENSEE, LLC**

**WUTV LICENSEE, LLC**

**WXLV LICENSEE, LLC**

By:

Sinclair Television of Buffalo, Inc., Member

**WUXP LICENSEE, LLC**

By:

Sinclair Television of Tennessee, Inc., Member

**WCHS LICENSEE, LLC**

By:

Sinclair Media III, Inc., Member

**WZTV LICENSEE, LLC**

**WVAH LICENSEE, LLC**

**WNAB LICENSEE, LLC**

By:

Sinclair Television of Nashville, Inc., Member



**WMSN LICENSEE, LLC**

**WUHF LICENSEE, LLC**

By:

Sinclair Television Company, Inc., Member

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**WTAT LICENSEE, LLC  
WRLH LICENSEE, LLC**

By: Sinclair Television of Charleston, Inc.,  
Member

**WRGT LICENSEE, LLC**

By: Sinclair Television of Dayton, Inc., Member

**SINCLAIR NEWSCENTRAL, LLC  
CHESAPEAKE TELEVISION LICENSEE, LLC  
KABB LICENSEE, LLC  
WLOS LICENSEE, LLC  
SAN ANTONIO TELEVISION, LLC**

By: Sinclair Communications, LLC, Sole Member  
By: Sinclair Television Group, Inc., Sole Member  
of Sinclair Communications, LLC

**SINCLAIR PROGRAMMING COMPANY, LLC  
SINCLAIR COMMUNICATIONS, LLC**

By: Sinclair Television Group, Inc., Member

**KDSM, LLC**

By: Sinclair Broadcast Group, Inc., Member

**KDSM LICENSEE, LLC**

By: KDSM, LLC, Sole Member of KDSM  
Licensee, LLC  
By: Sinclair Broadcast Group, Inc., Sole Member  
of KDSM, LLC

**WDKA LICENSEE, LLC  
WNYS LICENSEE, LLC**

By: Sinclair Properties, LLC, Member

By: /s/ David B. Amy  
David B. Amy, in his capacity as  
Executive Vice President, Secretary  
or Manager, as the case may be

**POWER OF ATTORNEY**

KNOW ALL PERSONS BY THESE PRESENTS that the individuals whose signatures appear below constitute and appoint David D. Smith, David B. Amy and David R. Bochenek, and each of them, his true and lawful attorney-in-fact and agents with full and several power of substitution, for him and his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this registration statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in fact and agents, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement on Form S-4 has been signed by the following persons in the capacities and on November 12, 2010.

<b>SIGNATURE</b>	<b>TITLE</b>
/s/ David D. Smith David D. Smith	Chairman of the Board, Chief Executive Officer, President of Sinclair Broadcast Group, Inc. and Sinclair Television Group, Inc. and Director, or such other capacity identified above, of the Guarantors (Principal Executive Officer of Sinclair Broadcast Group, Inc., Sinclair Television Group, Inc. and the other Guarantors listed above)
/s/ David B. Amy David B. Amy	Executive Vice President and Chief Financial Officer of Sinclair Broadcast Group, Inc. and Treasurer and Director of Sinclair Television Group, Inc. and Director, or such other capacity identified above, of the Guarantors listed above (Principal Financial Officer)
/s/ David R. Bochenek David R. Bochenek	Vice President and Chief Accounting Officer (Principal Accounting Officer)
/s/ Frederick G. Smith Frederick G. Smith	Director
/s/ J. Duncan Smith J. Duncan Smith	Director
/s/ Robert E. Smith Robert E. Smith	Director
/s/ Daniel C. Keith Daniel C. Keith	Director
/s/ Martin R. Leader Martin R. Leader	Director
/s/ Lawrence E. McCanna Lawrence E. McCanna	Director
/s/ Basil A. Thomas Basil A. Thomas	Director

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description of Exhibit</b>
4.1	Indenture related to the 8.375% Senior Notes due 2018, dated as of October 4, 2010, among Sinclair Television Group, Inc., the guarantors named therein and U.S. Bank National Association, as trustee (including forms of 8.375% Senior Notes due 2018) (incorporated by reference to the indicated exhibit filed with Sinclair's Current Report on Form 8-K filed October 6, 2010).
4.2	Form of Note relating to the original notes (included in Exhibit 4.1).
4.3	Form of Note relating to the exchange notes (included in Exhibit 4.1).
4.4	Registration Rights Agreement, dated as of October 4, 2010, among Sinclair Television Group, Inc., the guarantors named therein, and J.P. Morgan Securities LLC as representative for Wells Fargo Securities, LLC, Citadel Securities LLC, BNP Paribas Securities Corp. and UBS Securities LLC (incorporated by reference to the indicated exhibit filed with Sinclair's Current Report on Form 8-K filed October 6, 2010).
5.1*	Opinion of Pillsbury Winthrop Shaw Pittman LLP.
12.1*	Computation of Ratio of Earnings to Fixed Charges.
21.1	Subsidiaries of the Registrant (incorporated by reference to the indicated exhibit filed with Sinclair's Annual Report on Form 10-K filed March 5, 2010).
23.1*	Consent of PricewaterhouseCoopers LLP, Independent Registered Public Accounting Firm.
23.2*	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.3*	Consent of Pillsbury Winthrop Shaw Pittman LLP (included in Exhibit 5.1).
24.1*	Power of Attorney (included on the signature pages hereof).
25.1*	Statement of Eligibility of Trustee.
99.1*	Form of Letter of Transmittal.
99.2*	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and other Nominees.
99.3*	Form of Letter to Clients.
99.4*	Form of Notice of Guaranteed Delivery.
99.5*	Form of Instructions from Beneficial Owner.

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\* Filed herewith.

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