

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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FILER

AUTHENTIDATE HOLDING CORP

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**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 12, 2013

AUTHENTIDATE HOLDING CORP.

(Exact name of registrant as specified in its charter)

COMMISSION FILE NUMBER: 0-20190

DELAWARE
**(State or other jurisdiction of
incorporation or organization)**

14-1673067
**(I.R.S. Employer
Identification No.)**

**Connell Corporate Center
300 Connell Drive, 5th Floor
Berkeley Heights, New Jersey 07922**
(Address and zip code of principal executive offices)

(908) 787-1700
(Registrant's telephone number, including area code)

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))
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Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

- (a) On May 12, 2013, John J. Waters, a member of the board of directors of Authentidate Holding Corp. (the “Company”), notified the Company that he had decided to resign from the Company’s board of directors. In a letter dated May 15, 2013, the Company received written confirmation of Mr. Waters’ resignation, which is effective as of May 12, 2013. At the time of his resignation, Mr. Waters served as the chair of the Company’s management resources and compensation committee and nominating and corporate governance committee and as a member of its audit committee. Mr. Waters was also the designated audit committee financial expert. As a result of his resignation, Mr. Waters is no longer a member of each of the committees on which he served, effective from the date of his resignation.

In informing the board of his decision to resign, Mr. Waters stated that his resignation is due to certain disagreements with the board. Specifically, Mr. Waters referenced his disagreement with the manner in which the board considered a potential candidate for nomination to the board of directors. In addition, Mr. Waters also cited a concern he had with the work arrangements currently in place concerning a vice president of the Company. The Company does not agree with certain of the statements and assertions made by Mr. Waters and the following is the Company’s response to Mr. Waters’ resignation letter.

The Company does not concur with the characterizations contained in Mr. Waters’ letter regarding the manner in which the board addressed the nominating and corporate governance committee’s evaluation of a potential candidate for the board. As Mr. Waters states, the Company’s nominating and corporate governance committee convened a meeting on May 9, 2013 to consider, among other matters, the candidacy of the person referred to in his letter. While the committee did recommend the nomination of this individual (subject to receipt of an appropriate director’s questionnaire), shortly after this meeting certain directors expressed their disagreement with the committee’s recommendation and sought to schedule a meeting to further discuss this matter. These objecting directors believed that since this individual was originally introduced to the committee by a significant stockholder, such stockholder should have formally recommended him for election to the board, in accordance with its contractual rights. This stockholder possesses the right to nominate an individual to the Company’s board pursuant to a previously reported agreement with the Company. However, at this juncture, such stockholder has declined to formally designate a nominee. At the time of Mr. Waters’ resignation, the full board had not yet convened to formally discuss and act upon the recommendations of the nominating and corporate governance committee. The board has not concluded its deliberations regarding the slate of nominees for election at the Company’s next annual meeting of stockholders and will convene a meeting to discuss and approve the persons to be nominated for election at the annual meeting.

In accordance with the requirements of Item 5.02 of Form 8-K, the Company has provided Mr. Waters with a copy of the disclosures contained in this Current Report on Form 8-K no later than the day of filing this Form 8-K with the Securities and Exchange Commission. A copy of Mr. Waters’ letter to the Company is attached as Exhibit 17.1.

Following Mr. Waters’ resignation, the board reconstituted the membership of its audit committee and nominating and corporate governance committee by appointing Charles C. Lucas III to each committee. The board also named J. Edward Sheridan, the Company’s chairman, as chair of the nominating and corporate governance committee and Mr. Lucas as chair of the management resources and compensation committee. The board also named Mr. Sheridan as its audit committee financial expert.

Item 8.01 Other Events.

On May 15, 2013, the Company announced by press release that the Department of Veterans Affairs (“VA”) has exercised the second option period under the Company’s contract award for Home Telehealth Devices and Services. The contract was initially effective on May 15, 2011 and consists of a one-year base period with four option years, which are at the VA’s sole discretion. The second option year is effective from May 15, 2013 to May 31, 2014. No assurances can be given that any subsequent option periods will be exercised. The full text of the press release issued by the Company in connection with the announcement is set forth as Exhibit 99.1 attached hereto.

Item 9.01 Financial Statements and Exhibits.**(d) Exhibits**

The following exhibits are attached to this Form 8-K:

Exhibit

No.	Description
17.1	Letter of Resignation from John Waters
99.1	Press Release dated May 15, 2013

SIGNATURE

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.

AUTHENTIDATE HOLDING CORP.

By: /s/ O' Connell Benjamin

Name: O' Connell Benjamin

Title: Chief Executive Officer and President

Date: May 16, 2013

EXHIBIT INDEX

<u>Exhibit</u> <u>No.</u>	<u>Description</u>
17.1	Letter of Resignation from John Waters
99.1	Press Release dated May 15, 2013

John J. Waters
205 Micmac Lane
Jupiter, Florida 33458

May 15, 2013

Mr. Benjamin O' Connell
Chief Executive Officer
Authentidate Holding Corp.
Connell Corporate Center
300 Connell Drive, Suite 5100
Berkeley Heights, NJ 07922

Dear Ben,

Pursuant to my telephone conversation with Michael Goldstein, company' s legal counsel, on Sunday, May 12, 2013, I hereby resign from the Board of Directors of Authentidate Holding Corp. effective immediately. My reason for resigning is because of the following.

On Thursday, May 9, 2013, I chaired a Nominating Committee session to examine the qualifications of a potential Board candidate who was the President of a small healthcare technology company that provides patient support solutions to pharmaceutical, medical device and diagnostics companies. In my interview with this individual, what impressed me was that he was able to grow this company without incurring the usual startup losses that are typical in a small enterprise. Because of his experience in running a profitable company of similar size to Authentidate, I thought he would be an excellent addition to the Board of Directors. His nomination was unanimously approved by the Nominating Committee, which included the present Chairman of Authentidate' s Board, subject to his completion of a Director questionnaire which would have dealt with independence and conflict of interest matters. He orally represented to me that he did not anticipate any issues in both of these areas.

On Friday afternoon, May 10, 2013, I received a call from legal counsel who informed me that all Directors of the Nominating Committee had changed their minds and did not want to go forward with this nomination. In lieu of the significant operating losses of Authentidate, I disagreed with this decision because this individual had experience as a Chief Executive Officer of a small technology company and brought operating business experience to the Board. As a result of their decision I no longer wanted to continue my association with the company and I informed legal counsel on May 12, 2013 that I was resigning from the Board of Directors.

Another matter that came to my attention on Thursday evening May 9, 2013, is that we continue to pay the salary of a vice president of the company even though he is domiciled in Switzerland. I previously was informed that this was a temporary arrangement but learned that evening that this is not the case. In lieu of the company' s significant operating losses, in my opinion, this arrangement is not justified.

If I can be of any help in the future please do not hesitate to contact me.

Very truly yours,

/s/ John J. Waters

John J. Waters

FOR IMMEDIATE RELEASE

For: Authentidate Holding Corp.

Investor Contacts:

Robert Schatz

Wolfe Axelrod Weinberger Assoc. LLC

(212) 370-4500; (212) 370-4505 fax

**The Department of Veterans Affairs Extends Authentidate's Home Telehealth
Devices and Services Contract**

BERKELEY HEIGHTS, NJ - May 15, 2013 – Authentidate Holding Corp. (Nasdaq: ADAT), a provider of secure web-based software applications and telehealth products and services for healthcare organizations, today announced that the Department of Veterans Affairs (VA) has exercised their second option to extend the term of the contract for Home Telehealth Devices and Services with Authentidate. The term of this option year begins May 15, 2013 and extends the contract to May 31, 2014. The base contract also includes two additional one-year options to extend the contract beyond this term.

VA facilities throughout the country can utilize Authentidate's Electronic House Call™ (EHC) vital signs monitoring device and service and its Interactive Voice Response (IVR) system to remotely monitor patients and enhance patient care for Veterans on the Care Coordination Home Telehealth (CCHT) program. The program is designed to improve overall patient health outcomes, reduce hospital readmissions and emergency hospital and doctor visits.

Clinicians use the EHC or the IVR solution to remotely monitor their patients' vital signs and gather qualitative information about their patients' health to supplement in-person visits and help improve patient compliance with their care plans. Clinicians can review their patients' remote monitoring session results securely using Authentidate's web-based application and remotely manage or adjust their patients' care plans, medication reminders and related information. Clinicians can also use the web-based application to provide disease-specific education to their patients in real-time through the EHC or IVR solutions.

Ben Benjamin, Chief Executive Officer at Authentidate commented, "We are pleased that the VA has extended the term of our contract and we continue to work closely with the VA to support their efforts to provide the best possible care for our Veterans and their families. We believe that the increasing use of our EHC and IVR solutions at a growing number of VA locations along with this contract extension reflect positively on our progress in the CCHT program. We believe that Authentidate is one of only two vendors contracted to provide IVR in the CCHT program and we are gratified to see the increasing use of our product by the VA. We are proud to provide our services to this important customer and we look forward to serving their needs with our innovative telehealth solutions."

About Authentidate Holding Corp.

Authentidate Holding Corp. is a provider of secure web-based software applications and telehealth products and services that enable healthcare organizations to coordinate care for patients and enhance related administrative and clinical workflows. Authentidate's products and services enable healthcare organizations to increase revenues, reduce costs and enhance patient care by eliminating paper and manual work steps from clinical and administrative processes. Authentidate's telehealth solutions combine patient vital signs monitoring with a web application that streamlines patient care management. Delivered as Software as a Service (SaaS), customers only require an Internet connection and web browser to access our web-based applications thereby utilizing previous investments in systems and technology. The company's healthcare customers and users include leading homecare companies, health systems, physician groups and governmental entities. These organizations utilize the company's products and services to coordinate care for patients outside of acute-care.

For more information, visit the company's website at www.authentidate.com.

This press release contains forward-looking statements within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Act of 1934. When used in this release, the words "believe," "anticipate," "think," "intend," "plan," "will be," "expect," and similar expressions identify such forward-looking statements. Such statements regarding future events and/or the future financial performance of the company are subject to certain risks and uncertainties, which could cause actual events or the actual future results of the company to differ materially from any forward-looking statement. Such risks and uncertainties include, among other things, the availability of any needed financing, the company's ability to implement its business plan for various applications of its technologies, the impact of competition, the management of growth, and the other risks and uncertainties that may be detailed from time to time in the company's reports filed with the Securities and Exchange Commission. In light of the significant risks and uncertainties inherent in the forward-looking statements included herein, the inclusion of such statements should not be regarded as a representation by the company or any other person that the objectives and plans of the company will be achieved.

Authentidate and Inscribe are registered trademarks of Authentidate Holding Corp. All other trade names are the property of their respective owners.

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