

Global Water Resources, Inc.  
Form 8-K  
December 06, 2017

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): November 30, 2017

GLOBAL WATER RESOURCES, INC.  
(Exact name of registrant as specified in its charter)

Delaware                                      001-37756      90-0632193  
(State of other jurisdiction   (Commission   (IRS Employer  
of incorporation)                      File Number)   Identification No.)  
21410 N. 19th Avenue #220, Phoenix, Arizona  
(Address of Principal Executive Offices)  
Registrant's telephone number, including area code: (480) 360-7775  
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))  
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.

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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.

Amendment of Global Water Resources, Inc. Deferred Phantom Stock Unit Plan dated as of January 1, 2011 (as amended on May 3, 2016 and August 4, 2017).

On November 30, 2017, the board of directors of the Company adopted the third amendment (the “Third Amendment”) to the Global Water Resources, Inc. Deferred Phantom Stock Unit Plan dated as of January 1, 2011 (as amended on May 3, 2016 and August 4, 2017) (as amended, the “Plan”). The material features of the Plan are described in our Prospectus filed on April 28, 2016 under the heading “Executive Compensation” which is incorporated by reference herein. The Third Amendment restricts the ability of any Non-U.S. Taxpayer Director (i) who has not yet had a Separation Date (as defined in the Plan) to redeem Deferred Phantom Stock Units and (ii) to elect to have the Deferred Phantom Stock Units valued on the Redemption Date (as defined in the Plan) and elect to receive the value of the Deferred Phantom Stock Units in up to three (3) equal annual installments.

The Third Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein, and the above description of the Third Amendment is qualified in its entirety by reference to such exhibit. The description of the Plan referenced above is qualified in its entirety by the text of the Plan and the prior amendments to the Plan, which were filed as Exhibit 10.19 to our Registration Statement on Form S-1 filed on January 19, 2016, Exhibit 10.3 to our Current Report on Form 8-K filed on May 4, 2016 and Exhibit 10.1 to our Current Report on Form 8-K filed on August 8, 2017.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Description

10.1 Third Amendment to Global Water Resources, Inc. Deferred Phantom Stock Unit Plan\*

\* Compensation plan or arrangement

**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.

**GLOBAL WATER RESOURCES, INC.**

Date: December 6, 2017 /s/ Michael J. Liebman  
Michael J. Liebman  
Chief Financial Officer