

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): September 18, 2019

**CREATIVE REALITIES, INC.**

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction  
of incorporation)

001-33169

(Commission File Number)

41-1967918

(IRS Employer  
Identification No.)

13100 Magisterial Drive, Suite 100, Louisville, KY

(Address of principal executive offices)

40223

(Zip Code)

(502) 791-8800

(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)  
 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.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	CREX	The Nasdaq Stock Market LLC
Warrants to purchase Common Stock	CREXW	The Nasdaq Stock Market LLC

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

On September 18, 2019, Creative Realities, Inc. (the “Company”) released the vesting restrictions applicable to 33,333 restricted shares of Company’s common stock (the “Restricted Shares”) issued to Richard Mills, the Chief Executive Officer of the Company. The Company previously issued to Mr. Mills the Restricted Shares, as part of an issuance of an aggregate of 166,667 common shares pursuant to the terms of a Restricted Stock Agreement; the remaining 133,334 shares were not subject to vesting conditions. All shares were issued under the Company’s 2014 Stock Incentive Plan, as amended. The Restricted Shares were scheduled to vest upon the Company’s recognition of \$6,094,375 of deferred Sprint-related revenue. The Company has recognized \$6,053,323 of such revenue in accordance with U.S. GAAP, and the Company accelerated the vesting of the Restricted Shares in recognition of Mr. Mills’ accomplishments on the Company’s behalf with respect to its dealings with Sprint.

The Restricted Stock Agreement was previously filed with the SEC attached and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1	<a href="#"><u>Restricted Stock Agreement, dated as of December 14, 2018, by and between the registrant and Richard Mills (incorporated by reference to Exhibit 10.1 to the Company’s Form 8-K filed on December 14, 2018).</u></a>

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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.

Creative Realities, Inc.  
(Registrant)

By: /s/ Will Logan  
Will Logan  
Chief Financial Officer

Date: September 18, 2019

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