

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 28, 2019

# Remark Holdings

*Remark Holdings, Inc.*

Delaware (State or other jurisdiction of incorporation)	001-33720 (Commission File Number)	33-1135689 (IRS Employer Identification No.)
3960 Howard Hughes Parkway, Suite 900 Las Vegas, NV (Address of principal executive offices)	89169 (Zip Code)	702-701-9514 (Registrant's telephone number, including area code)

(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))

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

<u>Title of each class</u>	<u>Trading Symbol</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.001 par value per share	MARK	The NASDAQ Stock Market LLC

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.**

On May 28, 2019, William Grounds resigned from the Board of Directors (the “Board”) of Remark Holdings, Inc. (“we” or “our”). On the same day, the Board appointed Dr. Elizabeth Xu as director to fill the vacancy created by Mr. Grounds’s resignation. The Board also appointed Dr. Xu to the Audit Committee, the Compensation Committee and the Nominating and Governance Committee of the Board.

From 2018 to 2019, Dr. Xu served as the Group CTO at Thailand-based Charoen Pokphand Group (CP Group), one of the world's largest conglomerates, where she drove the company’s technology strategy and advancement, and oversaw workforce re-training for more than 200 of the company’s subsidiaries in various industries. During that time period, she also served as CEO of the CP Group subsidiaries in Thailand and the United States that conducted CP Group’s research and development. From 2014 to 2017, Dr. Xu held several leadership roles, including serving as CTO, with BMC Software, Inc. (BMC), a global leader in information technology service management. Before joining BMC, Dr. Xu held senior management positions at several other organizations, including LiveRamp Holdings, Inc. (formerly known as Acxiom Corporation), Deem (formerly known as Rearden Commerce) and Vitria Technology. She started her management career at IBM in 1996, where she developed the IBM Content Management Suite and DB2. Dr. Xu earned a B.S. degree and an M.S. degree from Peking University, as well as an M.S. in Computer Science and a Ph.D. in Atmospheric Science from the University of Nevada, Reno. She has also completed advanced executive-education programs at Stanford Business School and management training from Harvard Business School.

**Item 8.01 Other Events.**

On May 28, 2019, we issued a press release announcing Dr. Xu’s appointment to the Board. A copy of the press release is attached hereto as Exhibit 99.1 is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">99.1</a>	<a href="#">Press release dated May 28, 2019.</a>

---

**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.

**Remark Holdings, Inc.**

**Date:** May 28, 2019

**By:** */s/ Alison Davidson*

---

**Name:** Alison Davidson

**Title:** *Interim Chief Financial Officer*

# Remark Holdings

## Remark Holdings Appoints Dr. Elizabeth Xu to its Board of Directors

### Seasoned International Technology Leader Brings Extensive Experience Having Served in Transformational Senior Management Roles at BMC Software, Inc. and Charoen Pokphand Group

**LAS VEGAS, NV - May 28, 2019** - Remark Holdings, Inc. (NASDAQ: MARK), a diversified global technology company with leading artificial intelligence (AI) solutions and digital media properties, today announced that it has appointed Dr. Elizabeth Xu to its board of directors, effective today, to replace outgoing Director William Grounds. Mr. Grounds is resigning from the board, effective today, as a result of increasing demands on his time from other endeavors.

“We are very pleased to welcome Dr. Xu to our Company’s board,” said Kai-Shing Tao, Chairman and Chief Executive Officer of Remark Holdings. “Following our recent transition to a pure-play AI enterprise, we will benefit greatly from Dr. Xu’s transformational expertise, technology insights and industry relationships as we focus on expanding in Asia and efficiently scaling our organization to pursue opportunities in the US and Europe. We look forward to working closely with her as we execute on our strategic plan and continue to roll out our AI solutions in the retail, safety and surveillance, traffic monitoring and healthcare markets.”

“As a former client of Remark, I was able to see firsthand the strength and versatility of Remark’s suite of AI solutions in solving problems and delivering measurable results,” commented Dr. Elizabeth Xu. “I am very excited about working with Remark’s management and board in further building on the Company’s proprietary technology and introducing tailored AI solutions to multiple industries.”

“I was fortunate to serve on Remark’s board during a period of major transformation,” said William Grounds. “With an enviable portfolio of AI solutions, Remark is well positioned to pursue a wide range of application opportunities that are surfacing in diverse industries in Asia and beyond.”

Dr. Xu will be joining the Audit Committee, the Compensation Committee, and the Nominating and Governance committee. She will stand for re-election at the 2019 annual meeting of stockholders.

#### **Elizabeth Xu**

Dr. Elizabeth Xu is an international transformational technology leader and senior business executive with more than 20 years of experience that includes digital transformation through the application of artificial intelligence, Internet-of-Things and other enterprise technology to multiple businesses. She was a Stanford University lecturer for several years, and she currently serves as an Innovation and Entrepreneurship Advisor at the MIT Sloan School of Management and sits on the advisory board of Women in Technology International.

From 2018 to 2019, Dr. Xu served as the Group CTO at Thailand-based Charoen Pokphand Group (CP Group), one of the world's largest conglomerates, where she drove the company’s technology strategy and advancement, and oversaw workforce re-training for more than 200 of the company’s subsidiaries in various industries. During that time period, she also served as CEO of the CP Group subsidiaries in Thailand and the United States that conducted CP Group’s research and development.

From 2014 to 2017, Dr. Xu held several leadership roles, including serving as CTO, with BMC Software, Inc. (BMC), a global leader in information technology service management. At BMC, she was responsible for the company's Central Technology Organization and Digital Service Management BU Engineering Organization.

---

Before joining BMC, Dr. Xu held senior management positions at several other organizations, including Group Vice President of product engineering at LiveRamp Holdings, Inc. (formerly known as Acxiom Corporation), Global Senior Vice President of product development at Deem (formerly known as Rearden Commerce) and Global Senior Vice President of product development at Vitria Technology. She started her management career at IBM in 1996, where she developed the IBM Content Management Suite and DB2.

Dr. Xu earned a B.S. degree and an M.S. degree from Peking University, as well as an M.S. in Computer Science and a Ph.D. in Atmospheric Science from the University of Nevada, Reno. She has also completed advanced executive-education programs at Stanford Business School and management training from Harvard Business School.

**About Remark Holdings, Inc.**

Remark Holdings, Inc. (NASDAQ: MARK) delivers an integrated suite of AI solutions that enable businesses and organizations to solve problems, reduce risk and deliver positive outcomes. The company's easy-to-install AI products are being rolled out in a wide range of applications within the retail, financial, public safety and workplace arenas. The company also owns and operates digital media properties that deliver relevant, dynamic content and ecommerce solutions. The company is headquartered in Las Vegas, Nevada, with additional operations in Los Angeles, California and in Beijing, Shanghai, Chengdu and Hangzhou, China. For more information, please visit the company's website at [www.remarkholdings.com](http://www.remarkholdings.com).

**Forward-Looking Statements**

This press release may contain forward-looking statements, including information relating to future events, future financial performance, strategies, expectations, competitive environment and regulation. Words such as "may," "should," "could," "would," "predicts," "potential," "continue," "expects," "anticipates," "future," "intends," "plans," "believes," "estimates," and similar expressions, as well as statements in future tense, identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors, including those discussed in Part I, Item 1A. Risk Factors in Remark Holdings' Annual Report on Form 10-K and Remark Holdings' other filings with the SEC. Any forward-looking statements reflect Remark Holdings' current views with respect to future events, are based on assumptions and are subject to risks and uncertainties. Given such uncertainties, you should not place undue reliance on any forward-looking statements, which represent Remark Holdings' estimates and assumptions only as of the date hereof. Except as required by law, Remark Holdings undertakes no obligation to update or revise publicly any forward-looking statements after the date hereof, whether as a result of new information, future events or otherwise.

**Company Contact:**

Alison Davidson  
Remark Holdings, Inc.  
stao@remarkholdings.com  
702-701-9514

**Investor Relations Contact:**

Brad Edwards  
The Plunkett Group, Inc.  
Brad@ThePlunkettGroup.com  
914-582-4187