

**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): December 17, 2020

TELENAV, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34720
(Commission
File Number)

77-0521800
(I.R.S. Employer
Identification No.)

4655 Great America Parkway, Suite 300
Santa Clara, California 95054
(Address of principal executive offices, including zip code)

(408) 245-3800
(Registrant's telephone number, including area code)

N/A
(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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common stock, \$0.001 Par Value per Share	TNAV	The NASDAQ Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 1.01. Entry into a Material Definitive Agreement.

On December 17, 2020, Telenav, Inc., a Delaware corporation (“Telenav” or the “Company”), entered into an Amendment No. 1 (the “Amendment”) to the Agreement and Plan of Merger (the “Merger Agreement” and together with the Amendment, the “Amended Merger Agreement”) by and among the Company, V99, Inc, a Delaware corporation (“Parent”) led by H.P. Jin, Co-Founder, President, and Chief Executive Officer of Telenav, and Telenav99, Inc., a Delaware corporation and wholly owned subsidiary of Parent (“Merger Sub”), previously announced on November 3, 2020.

The Amended Merger Agreement provides that, upon the terms and subject to the conditions set forth therein, Merger Sub will merge with and into the Company (the “Merger”), with the Company surviving the Merger as a wholly owned subsidiary of Parent. Capitalized terms used herein but not otherwise defined have the meaning set forth in the Merger Agreement.

Under the terms of the Amendment, the Company, Parent and Merger Sub have agreed to change a condition to consummation of the Merger from requiring receipt of a vote in favor of adoption of the Amended Merger Agreement of the holders of a majority of the outstanding shares of common stock not beneficially owned by Parent, Merger Sub, any Affiliate of Parent or Merger Sub, including H.P. Jin, Samuel Chen, Fiona Chang, Yi-Ting Chen, Yi-Chun Chen, Changbin Wang, and Digital Mobile Venture Limited (“Digital”), or any Affiliate of the foregoing or trust in which any of the foregoing are a beneficiary (the “Purchaser Group”), to requiring receipt of a vote in favor of adoption of the Amended Merger Agreement of the holders of 66 and 2/3% of the outstanding shares of common stock not beneficially owned by members of the Purchaser Group.

In addition, under the terms of the Amendment, upon consummation of the Merger each member of the Purchaser Group shall receive the same per-share consideration for such person’s shares of common stock as the other stockholders of the Company.

Except as expressly modified pursuant to the Amendment, the Merger Agreement, which was previously filed as [Exhibit 2.1](#) to the Current Report on Form 8-K with the Securities and Exchange Commission (“SEC”) by the Company on November 3, 2020, remains in full force and effect. The foregoing description of the Amendment and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to the Amendment, a copy of which is filed as Exhibit 2.1 hereto and is incorporated herein by reference.

Additional Information and Where to Find It

This communication is being made in respect of the proposed transaction involving the Company and Parent. In connection with the proposed transaction, the Company intends to file relevant materials with the SEC, including a proxy statement on Schedule 14A. Promptly after filing its definitive proxy statement with the SEC, the Company will mail the definitive proxy statement and a proxy card to each stockholder of the Company entitled to vote at the special meeting relating to the proposed transaction. This communication is not a substitute for the proxy statement or any other document that Company may file with the SEC or send to its stockholders in connection with the proposed transaction. **BEFORE MAKING ANY VOTING DECISION, STOCKHOLDERS OF THE COMPANY ARE URGED TO READ THESE MATERIALS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO) AND ANY OTHER RELEVANT DOCUMENTS IN CONNECTION WITH THE PROPOSED TRANSACTION THAT THE COMPANY WILL FILE WITH THE SEC WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT TELENNAV AND THE PROPOSED TRANSACTION.** The definitive proxy statement and other relevant materials in connection with the proposed transaction (when they become available), and any other documents filed by the Company with the SEC, may be obtained free of charge at the SEC’s website (<http://www.sec.gov>) or at the Company’s website (<https://www.telenav.com/>) or by contacting the Company’s Investor Relations at IR@telenav.com.

Participants in the Solicitation

The Company and its directors and executive officers, including HP Jin and Samuel Chen, may be deemed to be participants in the solicitation of proxies from the Company’s stockholders with respect to the proposed transaction. Information about the Company’s directors and executive officers and their ownership of the Company’s common stock is set forth in Telenav’s Annual Report on Form 10-K for the fiscal year ended June 30, 2020, which was filed with the SEC on [August 21, 2020](#), as amended on [October 26, 2020](#). Additional information regarding the

potential participants, and their direct or indirect interests in the proposed transaction, by security holdings or otherwise, will be set forth in the proxy statement and other materials to be filed with SEC in connection with the proposed transaction.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
2.1	Amendment No. 1 to Agreement and Plan of Merger, dated as of December 17, 2020, by and among Telenav, Inc., a Delaware corporation, V99, Inc., a Delaware corporation, and Telenav99, Inc., a Delaware corporation and a wholly owned subsidiary of V99, Inc.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

TELENAV, INC.

By: /s/ Steve Debenham
Name Steve Debenham
Title: Vice President, General Counsel & Secretary

Date: December 18, 2020

AMENDMENT NO. 1 TO AGREEMENT AND PLAN OF MERGER

This Amendment No. 1 to Agreement and Plan of Merger, dated as of December 17, 2020 (this "Amendment"), by and among Telenav, Inc., a Delaware corporation (the "Company"), V99, Inc., a Delaware corporation ("Parent"), and Telenav99, Inc., a Delaware corporation and wholly owned Subsidiary of Parent ("Merger Sub"). Each of the Company, Parent and Merger Sub are sometimes referred to as a "Party." Capitalized terms used in this Amendment and not otherwise defined herein have the meaning given to them in the Merger Agreement (as defined below).

RECITALS

A. The Company, Parent and Merger Sub previously entered into an Agreement and Plan of Merger, dated as of November 2, 2020 (the "Merger Agreement").

B. The Company, Parent and Merger Sub wish to amend certain provisions of the Merger Agreement as set forth in this Amendment.

C. Pursuant to Section 9.1 of the Merger Agreement, the Parties may amend any of the terms contained in the Merger Agreement by written agreement of the Parties whether before or after any vote of the stockholders of the Company contemplated by the Merger Agreement and whether before or after the effectiveness of the Merger Sub Stockholder Consent at any time prior to the Effective Time, by action taken by their respective boards of directors with the Company acting solely through any Independent Committee.

D. The Board, acting upon the recommendation of the Special Committee, and the respective boards of directors of each of Parent and Merger Sub, have approved the execution and delivery of this Amendment on behalf of the applicable Party.

E. The Parties are entering into this Amendment so as to: (i) condition the Parties' obligations to consummate the Merger on the affirmative vote of the holders of 66 and 2/3% of the outstanding shares of Common Stock not Beneficially Owned by any member of the Purchaser Group in favor of the adoption of the Merger Agreement; and (ii) amend the treatment of the shares of Common Stock owned by the members of the Purchaser Group immediately prior to the Effective Time so that such shares will be converted into the Merger Consideration like all other shares of Common Stock (other than Dissenting Shares and shares owned by the Company as treasury stock immediately prior to the Effective Time).

AGREEMENT

The Parties therefore agree as follows:

1. *Amendments to the Merger Agreement.*

(a) The last sentence of Section 4.16 of the Merger Agreement is hereby deleted in its entirety and replaced with the following:

"This Agreement also requires, as a non-waivable condition to the Closing, that the holders of 66 and 2/3% of the outstanding shares of Common Stock not Beneficially Owned by any member of the Purchaser Group shall have voted in favor of the adoption of this Agreement (the "2/3 of the Minority Approval")."

(b) That all other references to “Majority of the Minority Approval” in the Merger Agreement are deleted in their entirety and replaced with “2/3 of the Minority Approval”.

(c) Section 3.1(c) of the Merger Agreement is hereby deleted in its entirety and replaced with the following:

“All shares of Common Stock that are owned by the Company as treasury stock immediately prior to the Effective Time (collectively, “Cancelled Shares”) shall, at the Effective Time, be cancelled and shall cease to exist, and no consideration shall be delivered in exchange therefor.”

2. *Agreement References.* All references to the “Agreement” in the Merger Agreement will be deemed to be references to the Merger Agreement as amended by this Amendment.

3. *Headings.* The headings set forth in this Amendment are for convenience of reference purposes only and will not affect or be deemed to affect in any way the meaning or interpretation of this Amendment or any of its terms or provisions.

4. *Confirmation of the Merger Agreement.* Other than as expressly modified by this Amendment, all provisions of the Merger Agreement remain unmodified and in full force and effect and are incorporated herein by reference.

5. *Miscellaneous Provisions.* The provisions of Article IX of the Merger Agreement apply to this Amendment as if fully set forth in this Amendment with the necessary changes made, *mutatis mutandis*.

[Signature page follows.]

The Parties are signing this Amendment on the date stated in the introductory clause.

TELENAV, INC.

By: /s/ Steve Debenham

Name: Steve Debenham
Title: General Counsel

V99, INC.

By: /s/ H.P. Jin

Name: H.P. Jin
Title: Chief Executive Officer

TELENAV99, INC.

By: /s/ H.P. Jin

Name: H.P. Jin
Title: Chief Executive Officer, President and Treasurer

[Signature Page to Amendment No. 1 to Agreement and Plan of Merger]