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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

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**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 20, 2017**

**STG GROUP, INC.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-36149**  
(Commission File Number)

**46-3134302**  
(IRS Employer Identification No.)

**11091 Sunset Hills Road, Suite 200**  
**Reston, Virginia 20190**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **(703) 691-2480**

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.

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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.**

*Resignation of Directors*

On November 20, 2017, Damian Perl notified STG Group, Inc. (the “Company”) of his resignation from the Board of Directors (the “Board”) of the Company, effective immediately. A copy of Mr. Perl’s resignation letter is attached as Exhibit 99.1 to this Form 8-K.

On November 20, 2017, Robert B. Murrett notified the Company of his resignation from the Board, effective immediately. Mr. Murrett was the chairperson of the Nominating and Governance Committee and a member of the Audit Committee, the Compensation Committee and the Government Security Committee. A copy of Mr. Murrett’s resignation letter is attached as Exhibit 99.2 to this Form 8-K.

On November 20, 2017, Hon. Ronald R. Spoehel notified the Company of his resignation from the Board, effective immediately. Mr. Spoehel was the chairperson of the Audit Committee and a member of the Compensation Committee and the Nominating and Governance Committee. A copy of Mr. Spoehel’s resignation letter is attached as Exhibit 99.3 to this Form 8-K.

On November 22, 2017, Hon. David C. Gompert notified the Company of his resignation from the Board, effective immediately. Mr. Gompert was the chairperson of the Compensation Committee and a member of the Nominating and Governance Committee, the Audit Committee and the Government Security Committee. A copy of Mr. Gompert’s resignation letter is attached as Exhibit 99.4 to this Form 8-K and the correspondence referenced in his resignation letter are attached as Exhibits 99.5 and 99.6 to this Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

[Exhibit 99.1](#) [Damian Perl’s Letter of Resignation, dated November 20, 2017.](#)

[Exhibit 99.2](#) [Robert B. Murrett’s Letter of Resignation, dated November 20, 2017.](#)

[Exhibit 99.3](#) [Hon. Ronald R. Spoehel’s Letter of Resignation, dated November 20, 2017.](#)

[Exhibit 99.4](#) [Hon. David C. Gompert’s Letter of Resignation, dated November 22, 2017.](#)

[Exhibit 99.5](#) [Letter by Hon. David C. Gompert to Simon Lee and Damian Perl, dated November 21, 2017.](#)

[Exhibit 99.6](#) [Email Letter by Hon. David C. Gompert to Simon Lee and Damian Perl, dated November 22, 2017.](#)

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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.

STG GROUP, INC.

By: /s/ Simon S. Lee  
Simon S. Lee  
Chairman of the Board of Directors

Date: November 28, 2017

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EXHIBIT INDEX

<b>Exhibit No.</b>	<b>Description</b>
<a href="#"><u>99.1</u></a>	<a href="#"><u>Damian Perl's Letter of Resignation, dated November 20, 2017.</u></a>
<a href="#"><u>99.2</u></a>	<a href="#"><u>Robert B. Murrett's Letter of Resignation, dated November 20, 2017.</u></a>
<a href="#"><u>99.3</u></a>	<a href="#"><u>Hon. Ronald R. Spoehel's Letter of Resignation, dated November 20, 2017.</u></a>
<a href="#"><u>99.4</u></a>	<a href="#"><u>Hon. David C. Gompert's Letter of Resignation, dated November 22, 2017.</u></a>
<a href="#"><u>99.5</u></a>	<a href="#"><u>Letter by Hon. David C. Gompert to Simon Lee and Damian Perl, dated November 21, 2017.</u></a>
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20 November, 2017

By email

To: Board of Directors (the "Board") of STG Group, Inc. (the "Company")  
11091 Sunset Hills Road  
Suite 200  
Reston, Virginia 20190

Re: Resignation

Gentlemen,

As you are aware, the recent events involving the Company and the lenders under its credit agreement have placed the Company and the Board in an impossible situation. In particular, I draw your attention to the fact that the lenders sought to replace the board of directors of STG Group Holdings, Inc. (the "Operating Company") and effectively took control of all of the Company's assets for the benefit of the lenders. In addition, the management of the Company has resigned, leaving the Company with no management to operate the Company.

Given these developments, I find myself in a situation where I cannot, in good faith, continue to exercise my fiduciary duties as a director of the Company. The Company has no funds to allow it to continue its operations or to proceed with a dissolution or liquidation and has no reasonable means of accessing such funds. Furthermore, the Company has no management who may be able to run the Company in these difficult times.

Accordingly, I hereby resign from any and all positions I hold as a director of the Company, effective immediately.

I take this action as a matter of last resort having tried for many months to assist the Company with a turn-around strategy.

This resignation letter is without prejudice to any rights that I may have and I specifically reserve any and all rights that I may have against any person, including against the Company, the Operating Company or the lenders.

Sincerely,

/s/ Damian Perl

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Damian Perl

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November 20, 2017

To: Mr. Simon Lee, Chairman, STG Group, Inc.

I herewith submit my resignation from the Board of STG Group, Inc., effective immediately.

Sincerely,

/s/ Robert B. Murrett

Robert B. Murrett

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Cc: Mr. Ronald Spoehel  
Mr. Damian Perl  
Mr. David Gompert

Mr. John Weldin, Corporate Secretary, STG Group, Inc.  
11654 Plaza America Dr. #639  
Reston, VA 20190

Mr. Chales Katz  
Morrison & Foerster, LLP  
1650 Tysons Blvd.  
McLean, VA 22102

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11091 Sunset Road, Suite 400  
Reston, VA 20190  
November 20, 2017 3:00 p.m.

Mr. Simon Lee  
Chairman of the Board  
STG Group, Inc.  
11091 Sunset Road, Suite 400  
Reston, VA 20190

**Subject: Resignation**

Dear Simon,

I hereby tender my resignation, with immediate effect, as a Director from the Board of STG Group, Inc., its subsidiaries and affiliates, and from any committees, offices or other roles held with such entities.

While I had disagreements on the direction proposed for the Company and had advocated for the immediate engagement of an independent financial advisor to the Board to consider strategic alternatives, with the actions taken by the creditors of the Company last week, the Company no longer has the funds with which to even operate. And, as disclosed last week, the Company's chief executive officer and chief financial officer both resigned. Personnel from our operating companies assigned to support the Board and its actions were also redirected. Access to Company facilities has been prohibited. The ability to continue to engage legal counsel has been compromised. The ability to obtain proper Directors & Officers insurance has been compromised.

Furthermore, as noted, I have believed and advocated for some time there was the need to hire an independent financial advisor to support the Board in its consideration and implementation of strategic alternatives and this, too, is no longer available.

Without funds, officers, and personnel, there is no longer an ability for me to properly carry out the director function.

With regards,

/s/ Ronald R. Spoehel  
Ronald R. Spoehel

cc: Board of Directors, STG Group, Inc.  
John Weldin, Corporate Secretary, Weldin Law Offices  
Charles Katz, Morrison & Foerster LLP

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Simon Lee, Shareholder and Chairman  
Damian Perl, Shareholder

November 22, 2017

Dear Simon and Damian,

For the reasons spelled out in my correspondence of November 21 and November 22, 2017, I resign effective immediately from the board of STG Group. It has been a pleasure serving with you as fellow directors and for you as shareholders.

Best regards

/s/ Hon. David C. Gompert  
Hon. David C. Gompert

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Simon Lee and Damian Perl

November 21, 2017

Principal shareholders, STGG

Dear Simon and Damian,

As you know, I have had all along dual responsibilities of care and loyalty to shareholders, on the one hand, and assurance to the U.S. Government (DSS) of compliance with STGG's Security Cooperation Agreement, on the other. The SCA will almost certainly need to remain in place as long as current ownership does. Notwithstanding all that has happened in recent weeks, including resignations of the majority of board directors, it is important that I remain in a position to meet the security responsibility until an alternative can be organized to the satisfaction of DSS. Indeed, any gap in accountability to DSS would jeopardize interests of STG, its important national-security customers, and all of its stakeholders, including the two of you.

The implication of this is that I will remain an Outside Director (OD) of STGG for now and perform all the particular duties as may be required of me in that position. STG, Inc. management and I have worked out practical arrangements to prevent a gap. In addition, I have communicated to STG, Inc. management and its board certain conditions that would permit me to continue in this for the time being. At the same time, as I am sure you can understand, I am unable to perform other customary board duties. Therefore, I have one thing I must ask of you. I need your unequivocal assurance that, as shareholders, you will take no action against me in regard to fulfillment of fiduciary responsibilities going forward. If you could, please convey this to me as soon as possible so that I can prevent difficulties from arising with DSS. I do not expect this interim arrangement to last long.

Many thanks and best regards,

David

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-----Original Message-----

From: David Gompert [mailto:[davidgompert@yahoo.com](mailto:davidgompert@yahoo.com)]

Sent: Wednesday, November 22, 2017 4:32 PM

To: Lee, Simon <[SLee@stg.com](mailto:SLee@stg.com)>; perl damian <[damian.perl@globalgroup.com](mailto:damian.perl@globalgroup.com)>

Cc: Jalinous, Farhad <[farhad.jalinous@whitecase.com](mailto:farhad.jalinous@whitecase.com)>; [frederic.cassis@globalgroup.com](mailto:frederic.cassis@globalgroup.com); martin david <[dmartin@cov.com](mailto:dmartin@cov.com)>

Subject: Resignation

Dear Simon and Damian

This note is to the two of you as the principal owners of STG, as well as Simon as chairman of the STGG board.

I have been working strenuously to find a way to avoid jeopardizing STG's work by remaining in some capacity that allows me to be accountable to DSS for industrial security. As you can understand, I have been hesitant to do so if it meant also bearing fiduciary responsibility and liability on the STGG board. Accordingly, and on the advice of counsel, I have agreed to a sensible and forthcoming proposal from Phil Lacombe on behalf of his board. I will be made a special director with responsibility limited to ensuring operating company industrial- security compliance (ie, in GSC capacity). The SCA itself will have to be transferred from STGG responsibility to the operating company. I will personally see to that this is done smoothly and expeditiously.

I will have no role in efforts to find a satisfactory outcome concerning STG's owners and its creditors. My sole purpose, like my sole motivation, is the integrity of security and uninterrupted sensitive work of STG.

Accordingly, and with mixed feelings, I resign from the STGG board. (A signed letter will follow.)

David

Sent from my iPhone

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