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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 18, 2017

**SEVEN STARS CLOUD GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of Incorporation)

**001-35561**  
(Commission File Number)

**20-1778374**  
(IRS Employer Identification No.)

**No. 4 Drive-in Movie Theater Park, No. 21 Liangmaqiao Road,  
Chaoyang District, Beijing, China 100125**  
(Address of principal executive offices) (Zip Code)

**Registrant's telephone number, including area code: 212-206-1216**

**(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 1.01. Entry Into A Material Definitive Agreement

On December 18, 2017, Seven Stars Cloud Group, Inc. (the “*Company*” or “*SSC*”) entered into a Stock Purchase Agreement (the “*DBOT Purchase Agreement*”) with Delaware Board of Trade Holdings, Inc. (“*DBOT*”) and each of the parties listed on the signature page of the *DBOT Purchase Agreement* (each a “*Seller*” and collectively referred to herein as the “*Sellers*”) pursuant to which each *Seller* agreed to sell such number of shares of common stock of *DBOT* set forth opposite each *Seller*’s name on Schedule A of the *DBOT Purchase Agreement* to the *Company* and the *Company* issued an aggregate of 1,627,869 shares of Common Stock of the *Company* to the *Sellers*. Pursuant to the terms of the *DBOT Purchase Agreement*, the *Company*’s President and Chief Revenue Officer, Robert G. Benya, will become a member of *DBOT*’s Board of Directors. Each *Seller* agreed to a 1 year lock up period for the *Company* shares of common stock received by each *Seller* pursuant to the *DBOT Purchase Agreement*. The foregoing description of the *DBOT Purchase Agreement* is not purported to be complete and is qualified in its entirety by reference to the complete text of such agreement which we will file as an exhibit to our next Annual Report on Form 10-K.

### Item 3.02 Unregistered Sales of Equity Securities.

The information pertaining to the sale of shares of the *Company*’s common stock discussed in Item 1.01 of this Form 8-K is incorporated herein by reference in its entirety. The *Company* issued the shares of its Common Stock in reliance on exemptions from registration provided by Section 4(a)(2) of the Securities Act, Rule 506 of Regulation D promulgated thereunder and/or Regulation S under the Securities Act.

### Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Shareholders (the “*Annual Meeting*”) of the *Company* was held on December 20, 2017. At the *Annual Meeting*, the shareholders voted on the following proposals and cast their votes as described below.

**Proposal 1.** Holders of the *Company*’s Common Stock and Series A Preferred Stock, voting together as a single class, elected seven directors to the *Company*’s Board of Directors to hold office for a one-year term until the annual meeting of shareholders in 2018 and until their successors are re-elected and qualified. The votes for each of the nominees were as follows:

	For	Withheld	Abstained	Broker Non-Votes
Bruno Wu	43,585,260	11,690	-	6,360,976
Shane McMahon	43,088,920	508,030	-	6,360,976
Robert Benya	43,585,983	10,967	-	6,360,976
James Cassano	43,585,745	11,205	-	6,360,976
Jerry Fan	43,582,492	14,458	-	6,360,976
Jin Shi	43,565,513	31,437	-	6,360,976
Xin Wang	43,582,758	14,192	-	6,360,976

**Proposal 2.** Shareholders ratified the selection of Grant Thornton, LLP as independent registered public accounting firm for the fiscal year ending December 31, 2017. The votes regarding this proposal were as follows:

For	Against	Abstained	Broker Non-Votes
49,771,414	111,491	75,021	-

**Item 8.01 Other Events.**

On December 20, 2017, the Company issued a press release announcing the entry into the DBOT Purchase Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press Release, dated December 20, 2017.</a>

**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.

**SEVEN STARS CLOUD GROUP, INC.**

Date: December 22, 2017

By: /s/ Bruno Wu  
Bruno Wu  
Chief Executive Officer



**Seven Stars Cloud Announces 27% Purchase of  
Delaware Board of Trade Holdings, Inc. (DBOT)**

- **DBOT is the first and only blockchain based Alternative Trading System fully licensed by the SEC**
- **SSC's NextGen X + DBOT's established and regulatory approved platform will be the cornerstone for a "plug & play" and blockchain based, Initial Exchange Offering (IEO) Network**

New York, NY, December 20, 2017 – Seven Stars Cloud Group, Inc. (NASDAQ: SSC) (“SSC” or the “Company”), announced today a 27% purchase of The Delaware Board of Trade Holdings Inc. (“DBOT”), the first and only blockchain based Alternative Trading System fully licensed by the SEC, for 1,627,869 shares of SSC common stock. The transaction will make SSC the largest shareholder of DBOT and as part of the purchase deal, SSC President and Chief Revenue Officer, Robert G. Benya, will become a DBOT Board Director.

DBOT (<http://dbottrading.com/>) operates three business lines: (i) DBOT ATS LLC, a FINRA Member Firm, a member of the Securities Investor Protection Corporation (“SIPC”) and an SEC recognized fully automated, auto-execution Alternative Trading System (“ATS”); (ii) DBOT Issuer Services LLC, focused on setting and maintaining issuer standards, as well as the provision of issuer services to DBOT designated issuers; and (iii) DBOT Technology Services LLC, focused on the provision of market data and marketplace connectivity.

With this key transaction, Seven Stars Cloud will leverage DBOT’s established and regulatory approved ATS for powering SSC’s blockchain based NextGen X, which focuses on the trading of financial products including ETFs backed by digital assets, that can be tokenized and settled (including digital currency options) via Initial Exchange Offerings (“IEO”). Through SSC’s Global Partners Trading Network (“GPTN”) which will be established in the US, UK, Germany, China, Korea, Africa, Singapore, UAE and Japan, NextGen X, with a “plug and play” solution, will enable GPTN partners to expand their issuance and trading volume via 30 targeted local and regional exchanges and ATS.

NextGen X, combined with DBOT’s infrastructure, will position itself as and differentiate itself from, other digital currency based ICO platforms in four ways:

1. *Regulated*: a FINRA Member Firm, a member of the Securities Investor Protection Corporation (“SIPC”) and an SEC recognized fully automated, auto-execution ATS;
  2. *Real Asset Backed*: Based on physical and digital assets from SSC’s various product engine verticals;
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3. *Ability to Rate Risk & Price Assets:* Dynamic Ontology modeling has emerged as a powerful way to share common understanding, based on its ability to chain limitless amounts of data and knowledge, compartmentalize the variables needed for any set of computations and establish the relationships between them. SSC's Dynamic Ontology model, powering NextGen X, will convert data via financial super intelligence and offer the ability to rate financial risk and price assets before monetizing into issuance and trading through the IEO process.
4. *Security:* Supported by quantum technology which offers highly secure communications and transactions that are secure against being compromised or hacked.

Mr. John F. Wallace, the former Chairman of the Philadelphia Stock Exchange, the former Chairman of the Philadelphia Depository Trust, the former Chairman of the Philadelphia Clearing Corp and the Former Vice Chairman of Nasdaq OMX PHLX, is the current CEO and Chairman of DBOT and serves as Executive Chairman of NextGen. Commenting on this transaction, Mr. Wallace stated, "We are thrilled to further partner and form a deeper business relationship with SSC as DBOT and its various business lines become key engines that power SSC's Global Trading Platform Network for Initial Exchange Offerings."

Seven Stars Cloud Group, Inc. (<http://www.sevenstarscloud.com/>)

#### Safe Harbor Statement

**This press release contains certain statements that may include "forward looking statements." All statements other than statements of historical fact included herein are "forward-looking statements." These forward looking statements are often identified by the use of forward-looking terminology such as "believes," "expects" or similar expressions, involve known and unknown risks and uncertainties. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those discussed in the Company's periodic reports that are filed with the Securities and Exchange Commission and available on its website (<http://www.sec.gov>). All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these factors. Other than as required under the securities laws, the Company does not assume a duty to update these forward-looking statements.**

#### CONTACT:

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