

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 10, 2017

FALCONSTOR SOFTWARE, INC.

(Exact name of registrant as specified in its charter)

Delaware	000-23970	77-0216135
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
2 Huntington Quadrangle, Melville, New York		11747
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: 631-777-5188

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 (*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.

**Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.**

On May 10, 2017, FalconStor Software, Inc. (the “Company”) issued a press release announcing it does not plan to appeal the delisting of its common stock from The Nasdaq Stock Market (“Nasdaq”) due to the Company’s non-compliance with the minimum stockholders’ equity and closing bid requirements for continued listing on the Nasdaq Capital Market. The Company expects that its common stock will trade on OTC Market Group’s OTC Pink marketplace and is currently in the process of applying to be quoted on OTC Market Group’s OTCQX marketplace.

As previously disclosed, the Company was given until May 22, 2017 to regain compliance with the minimum bid price requirements and until June 6, 2017 to regain compliance with the market value requirement. However, currently neither requirement is met and the Company has decided it will not appeal a potential delisting to a Nasdaq Hearing Panel or seek an extension of the period to regain compliance.

**Item 8.01 Other Events**

The information set forth under Item 3.01 of this Current Report on Form 8-K is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press release of the Company dated May 10, 2017.

## 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.

### FALCONSTOR SOFTWARE, INC.

Date: May 10, 2017

By: /s/ Daniel Murale

Name: Daniel Murale

Title: Executive Vice President, Chief Financial Officer and  
Treasurer

**FALCONSTOR ANNOUNCES IT EXPECTS TRADING OF ITS COMMON STOCK WILL BE MOVED FROM NASDAQ TO OTC MARKET GROUP'S OTCQX MARKETPLACE**

**MELVILLE, N.Y., May 10, 2017** - FalconStor Software, Inc. (NASDAQ: FALC) (“FalconStor” or the “Company”) announced today it does not plan to appeal the delisting of its common stock from The Nasdaq Stock Market (“Nasdaq”) due to the Company’s non-compliance with the minimum stockholders’ equity and closing bid requirements for continued listing on the Nasdaq Capital Market. The Company expects that its common stock will trade on OTC Market Group’s OTC Pink marketplace and is currently in the process of applying to be quoted on OTC Market Group’s OTCQX marketplace.

As previously disclosed, the Company was given until May 22, 2017 to regain compliance with the minimum bid price requirements and until June 6, 2017 to regain compliance with the market value requirement. However, currently neither requirement is met. Accordingly, to ensure a smooth transition in the trading of its Common Stock and avoid a time consuming and expensive appeal process, the Company has decided it will not appeal a potential delisting to a Nasdaq Hearing Panel or seek an extension of the period to regain compliance.

**About FalconStor**

FalconStor Software, Inc. (NASDAQ: FALC) is a leading software-defined storage company offering a converged data services software platform that is hardware agnostic. Our open, integrated flagship solution, FreeStor®, reduces vendor lock-in and gives enterprises the freedom to choose the applications and hardware components that make the best sense for their business. We empower organizations to modernize their data center with the right performance, in the right location, all while protecting existing investments. FalconStor’s mission is to maximize data availability and system uptime to ensure nonstop business productivity while simplifying data management to reduce operational costs. Our award-winning solutions are available and supported worldwide by OEMs as well as leading service providers, system integrators, resellers and FalconStor. The Company is headquartered in Melville, N.Y. with offices throughout Europe and the Asia Pacific region. For more information, visit [falconstor.com](http://falconstor.com) or call 1-866-NOW-FALC (866-669-3252).

**Forward-looking statements**

Except for statements of historical fact, the matters discussed herein are “forward-looking statements” within the meaning of the applicable securities laws and regulations. Forward-looking statements involve risks and uncertainties which may cause actual outcomes to differ materially from those stated here. Factors that could cause actual outcomes to differ materially from those in the forward-looking statements include, but are not limited to, the uncertainty that delisting might take longer than expected. Forward-looking statements reflect management’s analysis as of the date hereof. The Company does not undertake to revise these statements to reflect subsequent developments.