
**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 11, 2019**

WAYSIDE TECHNOLOGY GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-26408
(Commission
File Number)

13-3136104
(IRS Employer
Identification No.)

**4 Industrial Way West, Suite 300,
Eatontown New Jersey**
(Address of principal executive offices)

07724
(Zip Code)

732-389-0932
(Registrant's telephone number, including area code)

Not applicable
(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))

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

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|-------------------------------|----------------|---|
| Common stock, \$.01 par value | WSTG | 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 (§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 December 11, 2019, the Board of Directors (the “Board”) of Wayside Technology Group, Inc. (the “Company”), appointed Ross Crane as a director of the Company based on the recommendation of the Nominating and Corporate Governance Committee of the Board. Mr. Crane has been appointed as a member of the Audit, Compensation and Nominating and Corporate Governance Committees of the Board.

As compensation for his service on the Board, Mr. Crane will receive the Company’s standard compensation for non-employee directors. There are no arrangements or understandings between Mr. Crane and any other persons pursuant to which Mr. Crane was named a director of the Company. Mr. Crane does not have any (i) family relationship with any of the Company’s directors or executive officers or any persons nominated or chosen by the Company to be a director or executive officer, or (ii) direct or indirect material interest in any transaction or proposed transaction required to be reported under Item 404(a) of Regulation S-K.

In connection with his appointment to the Board, Mr. Crane will enter into the Company’s standard form of indemnification agreement, a copy of which was filed as Exhibit 10.1 to the Company’s Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2017 filed with the Securities and Exchange Commission on May 5, 2017. Pursuant to the terms of this agreement, the Company may be required, among other things, to indemnify Mr. Crane for certain expenses, including attorneys’ fees, judgments, fines and settlement amounts incurred by him in any action or proceeding arising out of his service as one of our directors.

Item 8.01 Other Events.

On December 11, 2019, the Company issued a press release announcing the appointment of Mr. Crane as a director of the Company. A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

99.1 [Press release of Wayside Technology Group, Inc., dated December 11, 2019.](#)

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.

Wayside Technology Group, Inc.

Date: December 11, 2019

By: /s/ Michael Vesey
Michael Vesey, Vice President and
Chief Financial Officer



Wayside Technology Group Appoints Ross Crane to Board of Directors

EATONTOWN, N.J., December 11, 2019 —Wayside Technology Group, Inc. (NASDAQ: WSTG) announces the appointment of Ross Crane to the Board of Directors effective December 11, 2019. With the appointment of Crane, Wayside's Board consists of six directors, all of whom are independent under the listing standards of NASDAQ and four of whom have been appointed in the past two years.

Crane has extensive senior executive experience in technology distribution, manufacturing, and consumer electronic products. From 2011 to 2019, he served as Executive Vice President, Chief Financial Officer for Nexeo Solutions, the third largest chemical and plastics distributor in the world with \$4B in annual revenue. From 2008 to 2011, Crane served as Chief Financial Officer for Belkin International, a large manufacturer of consumer electronic products and accessories. He also served in a variety of senior finance and operational roles with Ingram Micro Inc. from 2005 to 2008 and Avnet Inc. from 1994 to 2005.

"Ross brings a strong background of executive level experience with large corporations in technology and industrial distribution. He has proven expertise in finance, mergers and acquisitions, and business transformation. As we implement our strategic plan, we look forward to having Ross' added insight and perspective on our board," said Andrew S. Bryant, director and chair of the Nominating and Corporate Governance Committee of the board of Wayside.

"Wayside is a world class specialty distributor, focused on the unique needs of new and growing technology providers. I'm excited about the opportunity to join this refreshed board and talented and motivated management team and to contribute to the many exciting growth initiatives underway," said Crane.

About Wayside Technology Group, Inc.

Wayside Technology Group, Inc. (NASDAQ: WSTG) is an IT channel company and parent of Lifeboat Distribution, an international value-added distributor for Emerging Technology Vendors with solutions for Security, Data Management, Connectivity, Storage & HCI, Virtualization & Cloud and Software & ALM. Lifeboat provides vendors access to thousands of VARs, MSPs, CSPs and other resellers. Lifeboat holds an IT-70 GSA contract vehicle that provides resellers and vendors with a competitive edge within the Public Sector.

Additional information can be found by visiting www.waysidetechnology.com

Forward Looking Statements

Certain matters contained in this Press Release include "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. We make these forward-looking statements in reliance on the safe harbor protections provided under the Private Securities Litigation Reform Act of 1995.

All statements, other than statements of historical fact, included in this Press Release may constitute forward-looking statements. Although we believe that the expectations reflected in these forward-looking statements are reasonable, we cannot assure you that these expectations will prove to be correct. These forward-looking statements are subject to certain known and unknown risks and uncertainties, as well as assumptions that could cause actual results to differ materially from those reflected in these forward-looking statements. Factors that might cause actual results to differ include the risk factors discussed from time to time in each of our documents and reports filed with the SEC.



Readers are cautioned not to place undue reliance on any forward-looking statements contained in this Press Release, which reflect management's opinions only as of the date hereof. Except as required by law, we undertake no obligation to revise or publicly release the results of any revision to any forward-looking statements.

Investor Relations Contact:

Michael Vesey, Vice President and Chief Financial Officer
Wayside Technology Group, Inc.
(732) 389-0932
michael.vesey@waysidetechnology.com
