

TeleNav, Inc.
Form 8-K
June 21, 2012

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): June 16, 2012

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.)

Edgar Filing: TeleNav, Inc. - Form 8-K

950 De Guigne Drive

Sunnyvale, California 94085

(Address of principal executive offices) (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 (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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(e) On June 15, 2012, Douglas Miller resigned as the chief financial officer and treasurer of TeleNav, Inc. (the Company) and has agreed to provide consulting services to the Company under a Consulting Agreement (the Agreement) that is effective as of June 16, 2012 (the Effective Date). The term of the Agreement began on the Effective Date and will end on December 15, 2012, unless terminated by either party upon seven (7) days prior notice. The Agreement provides that Mr. Miller will be available for up to twenty (20) hours per month during the term of the Agreement; however, upon mutual agreement between the parties, Mr. Miller may be available for additional hours. Under the Agreement, Mr. Miller will receive a monthly consulting fee equal to \$10,000 per month and an additional \$500 for every hour that he provides services over the twenty hours (20) per month. Additionally, the Agreement provides that any unvested equity awards held by Mr. Miller ceased vesting and terminated upon the Effective Date. Mr. Miller's vested options shall continue to be outstanding pursuant to the terms of the option agreements.

The foregoing summary of the Agreement is qualified in its entirety by reference to the full text of the Agreement referenced as Exhibit 10.24 hereto and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
10.24*	Consulting Agreement effective June 16, 2012 between TeleNav, Inc. and Douglas Miller

* To be filed with the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2012

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.

TELENAV, INC.

Date: June 21, 2012

By: /s/ Loren Hillberg
Name: Loren Hillberg
Title: General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Description
10.24*	Consulting Agreement effective June 16, 2012 between TeleNav, Inc. and Douglas Miller

* To be filed with the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2012