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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): August 5, 2019**

**PIER 1 IMPORTS, INC.**  
(Exact name of registrant as specified in its charter)

**DELAWARE**  
(State or other jurisdiction  
of incorporation)

**001-07832**  
(Commission File Number)

**75-1729843**  
(IRS Employer  
Identification No.)

**100 PIER 1 PLACE  
FORT WORTH, TEXAS**  
(Address of principal executive offices)

**76102**  
(Zip Code)

**Registrant's telephone number, including area code: (817) 252-8000**

**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:

- 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:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.001 per share	PIR	New York Stock Exchange

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

On August 5, 2019, Pier 1 Imports, Inc. (the “Company”) received notice (the “Notice”) from the New York Stock Exchange (the “NYSE”) that it is no longer in compliance with NYSE continued listing standards set forth in Section 802.01B of the NYSE’s Listed Company Manual due to the fact that the Company’s average global market capitalization over a consecutive 30 trading-day period was less than \$50 million and, at the same time, its shareholders’ equity was less than \$50 million. As set forth in the Notice, as of August 2, 2019, the 30 trading-day average global market capitalization of the Company was approximately \$25 million and the Company’s last reported shareholders’ equity as of June 1, 2019 was \$9.2 million. In addition, pursuant to Section 802.01B of the NYSE’s Listed Company Manual, the Company would be subject to immediate initiation of suspension and delisting procedures if its 30 trading-day average market capitalization falls below \$15 million. The Company’s absolute market capitalization as of August 2, 2019 was approximately \$14.4 million as set forth in the Notice.

In accordance with NYSE listing requirements, the Company intends to notify the NYSE within 10 days of receipt of the Notice that it will submit a plan within 45 days of receipt of the Notice advising the NYSE of definitive action it has taken, or is taking, to bring it into conformity with Section 802.01B within 18 months of receipt of the Notice. The NYSE will review the Company’s plan and, within 45 days, make a determination as to whether the Company has made a reasonable demonstration of its ability to come into conformity with Section 802.01B within 18 months. If the Company’s plan is not submitted on a timely basis or is not accepted, the NYSE will initiate delisting proceedings. If the NYSE accepts the Company’s plan, the Company’s common stock will continue to be listed and traded on the NYSE during the cure period, subject to the Company’s compliance with the plan and other continued listing standards. The NYSE will review the Company on a quarterly basis to confirm compliance with the plan. If the Company fails to comply with the plan or does not meet continued listing standards at the end of the 18-month cure period, it will be subject to the prompt initiation of NYSE suspension and delisting procedures.

The Notice has no immediate impact on the listing of the Company’s common stock, which will continue to be listed and traded on the NYSE during the cure period under the common stock trading symbol “PIR”, subject to the Company’s continued compliance with the plan and other listing requirements of the NYSE. However, the common stock trading symbol will have an added designation of “.BC” to indicate that the status of the common stock is “below compliance” with the NYSE continued listing standards. The “.BC” indicator will be removed at such time as the Company regains compliance.

The Notice does not affect the Company’s business operations or its reporting obligations with the Securities and Exchange Commission, and it does not conflict with or cause an event of default under any of the Company’s material debt or other agreements.

**Item 7.01 Regulation FD Disclosure.**

On August 8, 2019, the Company issued a press release announcing the receipt of the Notice. A copy of the press release is furnished as Exhibit 99.1 hereto and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(a) - (c) Not applicable.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<a href="#">99.1</a>	<a href="#">Press release issued by Pier 1 Imports, Inc. on August 8, 2019, addressing NYSE continued listing criteria.</a>

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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.

PIER 1 IMPORTS, INC.

Date: August 8, 2019

By: /s/ Robert E. Bostrom

Robert E. Bostrom, Chief Legal and Compliance Officer and  
Corporate Secretary

## Pier 1 Imports, Inc. Addresses NYSE Continued Listing Criteria

FORT WORTH, Texas--(BUSINESS WIRE)--August 8, 2019--Pier 1 Imports, Inc. (NYSE:PIR) (the "Company") today announced that on August 5, 2019, it received notice (the "Notice") from the New York Stock Exchange (NYSE) that it is no longer in compliance with NYSE continued listing standards set forth in Section 802.01B of the NYSE's Listed Company Manual due to the fact that the Company's average global market capitalization over a consecutive 30 trading-day period was less than \$50 million and, at the same time, its shareholders' equity was less than \$50 million. As set forth in the Notice, as of August 2, 2019, the 30 trading-day average global market capitalization of the Company was approximately \$25 million and the Company's last reported shareholders' equity as of June 1, 2019 was \$9.2 million. In addition, pursuant to Section 802.01B of the NYSE's Listed Company Manual, the Company would be subject to immediate initiation of suspension and delisting procedures if its 30 trading-day average market capitalization falls below \$15 million. The Company's absolute market capitalization as of August 2, 2019 was approximately \$14.4 million as set forth in the Notice.

In accordance with NYSE listing requirements, the Company intends to notify the NYSE within 10 days of receipt of the Notice that it will submit a plan within 45 days of receipt of the Notice advising the NYSE of definitive action it has taken, or is taking, to bring it into conformity with Section 802.01B within 18 months of receipt of the Notice. The NYSE will review the Company's plan and, within 45 days, make a determination as to whether the Company has made a reasonable demonstration of its ability to come into conformity with Section 802.01B within 18 months. If the Company's plan is not submitted on a timely basis or is not accepted, the NYSE will initiate delisting proceedings. If the NYSE accepts the Company's plan, the Company's common stock will continue to be listed and traded on the NYSE during the cure period, subject to the Company's compliance with the plan and other continued listing standards. The NYSE will review the Company on a quarterly basis to confirm compliance with the plan. If the Company fails to comply with the plan or does not meet continued listing standards at the end of the 18-month cure period, it will be subject to the prompt initiation of NYSE suspension and delisting procedures.

The Notice has no immediate impact on the listing of the Company's common stock, which will continue to be listed and traded on the NYSE during the cure period under the common stock trading symbol "PIR", subject to the Company's continued compliance with the plan and other listing requirements of the NYSE. However, the common stock trading symbol will have an added designation of ".BC" to indicate that the status of the common stock is "below compliance" with the NYSE continued listing standards. The ".BC" indicator will be removed at such time as the Company regains compliance.

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The Notice does not affect the Company's business operations or its reporting obligations with the Securities and Exchange Commission, and it does not conflict with or cause an event of default under any of the Company's material debt or other agreements.

### **Financial Disclosure Advisory**

Except for historical information contained herein, the statements in this press release or otherwise made by our management in connection with the subject matter of this press release are forward-looking statements (as such term is defined in the Private Securities Litigation Reform Act of 1995) and involve risks and uncertainties and are subject to change based on various important factors. This press release includes forward-looking statements that are based on management's current estimates or expectations of future events or future results. These statements are not historical in nature and can generally be identified by such words as "believe," "expect," "estimate," "anticipate," "plan," "may," "will," "intend" and similar expressions. Management's expectations and assumptions regarding future results are subject to risks, uncertainties and other factors that could cause actual results to differ materially from the anticipated results or other expectations expressed in the forward-looking statements included in this press release. These risks and uncertainties include, but are not limited to: the Company's ability to develop a plan to regain compliance with the continued listing criteria of the NYSE, the NYSE's acceptance of such plan, the Company's ability to execute such plan and to continue to comply with applicable listing standards within the available cure period and risks arising from the potential suspension of trading of the Company's common stock on the NYSE; actions intended to return the Company to profitable growth; fiscal 2020 action plans and expense reduction initiatives intended to reset the Company's gross margin and cost structure; the Company's ability to increase cash flows to support its operating activities; the results of the evaluation of strategic alternatives and the terms, value and timing of any transaction resulting from that process, or the failure of any such transaction to occur; the effectiveness of the Company's marketing campaigns, merchandising and promotional strategies and customer databases; consumer spending patterns; inventory levels and values; the effectiveness of the Company's relationships with, and operations of, its key suppliers; risks related to changes in U.S. policy related to imported merchandise, particularly with regard to the impact of tariffs on goods imported from China and strategies undertaken to mitigate such impact; changes in foreign currency values relative to the U.S. dollar; the Company's ability to identify a successor chief executive officer and retain its senior management team; and continued volatility in the price of the Company's common stock. These and other factors that could cause results to differ materially from those described in the forward-looking statements contained in this press release can be found in the Company's Annual Report on Form 10-K and in other filings with the SEC. Refer to the Company's most recent SEC filings for any updates concerning these and other risks and uncertainties that may affect the Company's operations and performance. Undue reliance should not be placed on forward-looking statements, which are only current as of the date they are made. The Company assumes no obligation to update or revise its forward-looking statements, except as may be required by applicable law.

### **About Pier 1 Imports, Inc.**

Founded with a single store in 1962, Pier 1 Imports is a leading omni-channel retailer of unique home décor and accessories. The Company's products are available through more than 965 Pier 1 stores in the U.S. and Canada and online at [pier1.com](http://pier1.com). For more information or to find the nearest store, please visit [pier1.com](http://pier1.com).

### **Contacts**

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