

THIS FORM HAS NOT BEEN FILED WITH THE U.S. SECURITIES AND EXCHANGE COMMISSION

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K/A**

**(Amendment to Form 8-K dated December 19, 2017)**

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**CURRENT REPORT**

**Date of Report (Date of Earliest Event Reported): December 13, 2017**

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**ROUST CORPORATION**

(Exact Name of Registrant as Specified in Its Charter)

**New York**  
(State or Other Jurisdiction  
Of Incorporation)

(Commission  
File Number)

**54-1865271**  
(I.R.S. Employer  
Identification No.)

**232 Madison Ave., Suite 1600, New York, NY**

(Address of principal executive offices)

**10016**

(Zip Code)

**(7495) 642 82 80**

(Registrant's telephone number, including area code)

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:

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- 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))
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## **Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On December 14, 2017, subsequent to a special meeting of the Board of Directors (the "**Board**") of Roust Corporation, a New York corporation (the "**Company**"), Mr. Neal Goldman and Mr. Spencer Wells (together, the "**Former Directors**") resigned from the Board of the Company. Their resignation letters did not state any reasons for their resignations. On December 19, 2017, the Company filed a Form 8-K (the "**Original Form 8-K**"), announcing the resignations.

Since the time of the Original Form 8-K, the Company has had discussions with the Former Directors in which they provided additional information related to their resignations, and based on these discussions the Company is amending the Original Form 8-K to include additional disclosures.

During the special meeting, the Board discussed a communication that the then-serving CEO (the "**Former CEO**") had submitted to the Former Directors in which he had raised concerns about the Company's ability to meet some of its then upcoming liquidity requirements, the Company's Q4 2016 financial statements and other matters.

The Former Directors informed the Board that they believed that the matters raised by the Former CEO raise serious concerns and that the Company should arrange for an independent investigation of these matters. The Former Directors believed the Board had agreed that such an investigation would be conducted, and they had resigned with that understanding.

The Company does not believe such an agreement was reached. Following the resignations of the Former Directors, the Company itself reviewed the matters that the Former CEO had submitted to the Former Directors and concluded that they raise no concerning issues related to the business. Further, the issues raised by the Former CEO mainly related to the Company's then upcoming liquidity requirements did not materialize and all financial commitments have been met.

### **About Roust Corporation**

Roust is one of the world's largest vodka producers, maintaining leading positions in all its key markets, including Poland, Russia and Hungary. The Roust brand portfolio includes well-known brands such as global brand Russian Standard as well as Żubrówka, Soplca, BOLS and Absolwent in Poland; Green Mark and Parliament in Russia; and Royal Vodka in Hungary. Each of these brands is a leader in its segment in those markets.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, Roust Corporation has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ROUST CORPORATION**  
(Registrant)

Date: March 2, 2018

/s/ Pavel Merkul  
Name: Pavel Merkul  
Title: Chief Executive Officer

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