

# SCIO DIAMOND TECHNOLOGY CORP

## FORM 8-K (Current report filing)

Filed 06/02/14 for the Period Ending 05/27/14

Address	411 UNIVERSITY RIDGE, SUITE D GREENVILLE, SC 29601
Telephone	864.346.2733
CIK	0001488934
Symbol	SCIO
SIC Code	3290 - Abrasive, Asbestos, And Miscellaneous
Industry	Constr. - Supplies & Fixtures
Sector	Capital Goods
Fiscal Year	03/31

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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: **May 27, 2014**  
(Date of earliest event reported)

**SCIO DIAMOND TECHNOLOGY CORPORATION**

(Exact name of registrant as specified in its charter)

Commission File Number: **000-54529**

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

**45-3849662**  
(IRS Employer Identification No.)

**411 University Ridge Suite D  
Greenville, SC 29601**  
(Address of principal executive offices, including zip code)

**(864) 751-4880**  
(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:

- 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.**

Appointment of New Directors

On May 27, 2014, the Board of Directors (the “Board”) of Scio Diamond Technology Corporation (the “Company” or “Scio”) appointed Gerald McGuire and James Korn as members to the Board. The Committees to which these members will be appointed is undetermined at this time.

Mr. McGuire brings over twenty-five (25) years of semiconductor industry experience to Scio. The semi-conductor industry is expected to be a strong growth area for Scio in the years ahead. Mr. McGuire was most recently, a Senior Vice President and General Manager of the Low-Voltage and Mid Power Analog Business at Fairchild Semiconductor. Prior to Fairchild Semiconductor, Mr. McGuire was the VP/GM of the Digital Signal Processing business at Analog Devices. He spent twenty-three (23) years at Analog Devices in various technical, marketing and business roles. His specialties include: product marketing and branding, product development and strategy. Mr. McGuire has spent his career determining what global customers want and how to deliver it. From 2007 to 2010 — Mr. McGuire served as Vice President of the Digital Signal Processing Division of Analog Devices—a \$250 million per year specialty embedded processor business. From 2010 to 2013, Mr. McGuire was Senior VP of the Low Voltage and Mid Power Analog Business Unit of Fairchild Semiconductor—a \$400 million per year power semiconductor business.

Mr. Korn currently serves as the Chief Executive Officer of Temp-Air, Inc., a leading manufacturer of temporary industrial and commercial HVAC equipment. Prior to Temp-Air, Mr. Korn was the Chief Legal Officer of Deephaven Capital Management, a \$4 billion dollar multi-strategy hedge fund in Minneapolis, Minnesota. As an attorney in private practice at Fredrikson & Byron, a 260-attorney law firm based in Minneapolis, Mr. Korn developed extensive experience in both mergers and acquisitions and in corporate finance. Mr. Korn received his B.A. in economics, magna cum laude, from Providence College and his J.D., cum laude, from the University of Minnesota Law School. Mr. Korn has served as CEO of Temp-Air, Inc. since 2007.

Each of Messrs. McGuire and Korn will receive 250,000 restricted shares which vest over 36 months or upon a change of control. Each of Messrs. McGuire and Korn will also receive \$1,250 per board meeting with the condition that such amounts shall be deferred and accrued until the Company is in a position to pay.

There are no arrangements or understandings between Messrs. McGuire or Korn and any other persons pursuant to which Messrs. McGuire and Korn was selected as director, nor are there any transactions or family relationships between us and Messrs. McGuire and Korn in which either has a direct or indirect material interest required to be reported pursuant to Item 404(a) of Regulation S-K promulgated under the Securities Act of 1933, as amended.

A copy of the press release announcing these appointments is included as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release issued on May 29, 2014

**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.

SCIO DIAMOND TECHNOLOGY CORPORATION

By: /s/ Jonathan Pfohl  
Jonathan Pfohl  
Chief Financial Officer

Date: June 2, 2014



### **SCIO Diamond Appoints New Members to Board of Directors**

GREENVILLE, SC, May 29, 2014 /CNW/ — SciO Diamond Technology Corporation (OTCQB: SCIO) (hereinafter “SciO” or the “Company”) a manufacturer of lab-grown diamond for the gemstone and industrial marketplace, today, announced the appointment of two new independent members of the Company’s Board of Directors. Additionally, Edward Adams, the Chairman of SciO’s Board of Directors, announced the completions of Committee Charters for SciO’s Board of Director’s Audit, Compensation, Nominating and Corporate Governance Committees. All Committee Charters are drafted to conform to the Change in Company’s By-laws announced on April 14, 2014. The following are SciO’s new Board members:

#### **Mr. Gerald McGuire**

Mr. McGuire brings over twenty-five (25) years of semiconductor industry experience to SciO. . The semi-conductor industry is expected to be a strong growth area for SciO in the years ahead. Mr. McGuire was most recently, a Senior Vice President and General Manager of the Low-Voltage and Mid Power Analog Business at Fairchild Semiconductor. Prior to Fairchild Semiconductor, Mr. McGuire was the VP/GM of the Digital Signal Processing business at Analog Devices. He spent twenty-three (23) years at Analog Devices in various technical, marketing and business roles. His specialties include: product marketing and branding, product development and strategy. Mr. McGuire has spent his career determining what global customers want and how to deliver it.

#### **Mr. James Korn**

James A. Korn currently serves as the Chief Executive Officer of Temp-Air, Inc., a leading manufacturer of temporary industrial and commercial HVAC equipment. Prior to Temp-Air, Mr. Korn was the Chief Legal Officer of Deephaven Capital Management, a \$4 billion dollar multi-strategy hedge fund in Minneapolis, Minnesota. As an attorney in private practice at Fredrikson & Byron, a 260-attorney law firm based in Minneapolis, Mr. Korn developed extensive experience in both mergers and acquisitions and in corporate finance. Mr. Korn received his B.A. in economics, magna cum laude, from Providence College and his J.D., cum laude, from the University of Minnesota Law School.

Edward Adams, SciO’s Chairman commented, “We welcome these two outstanding new board members at this exciting time for our Company. SciO is in the early stages of a transformational process as a company and I am pleased that Mr. McGuire and Mr. Korn will be joining us in these efforts. I look forward to their contributions and to the continued growth and success of this company.”

#### **About SciO**

SciO employs a patent-protected chemical vapor deposition process to produce high-quality, single-crystal diamonds in a controlled laboratory setting. These are known as “lab-grown” diamonds. Lab-grown diamonds have chemical, physical and optical properties identical to “earth-mined” diamonds. The

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Company's manufacturing process produces high-quality, high-purity, single-crystal colorless, near colorless and fancy colored diamonds.

Scio's technology offers the flexibility to produce lab-grown diamonds in size, color and quality combinations that are rare in earth-mined diamonds. Additionally, Scio is capable of producing diamonds that have the structural, optical and electronic characteristics for industrial, medical and semiconductor applications.

### **Cautionary Note Regarding Forward-Looking Statements**

This press release contains forward-looking statements that may involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Scio to be materially different from future results, performance or achievements expressed or implied by any forward-looking statements. Forward-looking statements, which involve assumptions and describe future plans, strategies and expectations of the Company, are generally identifiable by use of the words "may," "will," "should," "could," "would," "forecast," "potential," "continue," "contemplate," "expect," "anticipate," "estimate," "believe," "intend," "or "project" or the negative of these words or other variations on these words or comparable terminology. These forward-looking statements are based on assumptions that may be incorrect, and there can be no assurance that these projections included in these forward-looking statements will come to pass. Actual results of the Company could differ materially from those expressed or implied by the forward-looking statements as a result of various factors. Except as required by applicable laws, the Company has no obligation to update publicly any forward-looking statements for any reason, even if new information becomes available or other events occur in the future.

### **SOURCE: Scio Diamond Technology Corporation**

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