

**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): **July 25, 2018**

**DAVIDsTEA Inc.**

(Exact name of registrant as specified in its charter)

**Canada**

(State or other jurisdiction of incorporation)

**98-1048842**

(I.R.S. Employer Identification Number)

**001-37404**

(Commission File Number)

**5430 Ferrier, Mount-Royal**

**Québec, Canada**

(Address of principal executive offices)

**H4P 1M2**

(Zip Code)

**(888) 873-0006**

(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))

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

As previously disclosed in a Form 8-K filed by DAVIDsTEA Inc. (the "Company") on July 13, 2018, Ronald Walton resigned from the Company's board of directors. Following the resignation of Mr. Walton as a director of the Company and member of the audit committee of the board of directors of the Company (the "Audit Committee"), the Company was no longer in compliance with Nasdaq Listing Rule 5605(c)(2)(A), which requires that the audit committee of a listed company be composed of at least three independent directors.

On July 25, 2018, the Company received correspondence from Nasdaq noting that the Company was no longer in compliance with Nasdaq's audit committee requirements as set forth in Nasdaq Listing Rule 5605(c)(2)(A) (the "Notice"). The Notice also stated, among other things, that, pursuant to Nasdaq Listing Rule 5605(c)(4), the Company is entitled to a cure period to reestablish compliance with Nasdaq Listing Rule 5605(c)(2)(A), which cure period will expire upon (i) the earlier of the date of the Company's next annual shareholders' meeting or July 9, 2019, or (ii) if the next annual shareholders' meeting is held before January 7, 2019, no later than January 7, 2019.

The corporate governance and nominating committee of the board of directors of the Company has initiated a search to identify qualified candidates to replace Mr. Walton as a director of the Company and member of the Audit Committee.

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

On July 26, 2018, M. William Cleman resigned from the Board of Directors of the Company.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

[99.1 Press release of DAVIDsTEA Inc. issued on July 27, 2018.](#)

2

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**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.

**DAVIDsTEA Inc.**

By: /s/ Herschel Segal  
Name: Herschel Segal  
Title: Executive Chairman

Date: July 27, 2018

3

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**DAVIDsTEA ANNOUNCES BOARD RESIGNATION**

MONTREAL, July 27, 2018 — DAVIDsTEA Inc. (Nasdaq: DTEA) announces that M. William Cleman has resigned as a director. The Board of Directors has commissioned the Corporate Governance and Nominating Committee to initiate the process of finding a new director to fill the vacancy on the Board.

**About DAVIDsTEA**

DAVIDsTEA is a retailer of specialty tea, offering a differentiated selection of proprietary loose-leaf teas, pre-packaged teas, tea sachets and tea-related gifts, accessories and food and beverages, primarily through 240 company operated DAVIDsTEA stores throughout Canada and the United States as of May 5, 2018, and its website, davidstea.com. The Company is headquartered in Montréal, Canada.

**Investor Contact**

MaisonBrison Communications  
Pierre Boucher  
514-731-0000  
investors@davidstea.com

**Media Contact**

Lyla Radmanovich  
514-845-8763  
media@rppelican.ca

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