

**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

August 23, 2018

Date of Report (Date of earliest event reported)

DAVIDsTEA Inc.

(Exact name of registrant as specified in its charter)

Canada

(State or other jurisdiction of
incorporation)

001-37404

(Commission File Number)

98-1048842

(I.R.S. Employer
Identification Number)

5430 Ferrier, Mount-Royal

Québec, Canada

(Address of principal executive offices)

(888) 873-0006

(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:

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

On August 23, 2018, Anne Darche and Susan L. Burkman were appointed to the Board of Directors (the "Board") of DAVIDsTEA Inc. (the "Company"), effective immediately. Ms. Darche has also been appointed to serve as a member of the Human Resources and Compensation Committee of the Board and Ms. Burkman has also been appointed to serve as a member of the Audit Committee of the Board.

Ms. Darche and Ms. Burkman, like all the Company's non-employee directors, will receive their director compensation under the Company's non-employee director compensation policy. The Company's non-employee director compensation policy provides that they will receive an annual retainer of C\$50,000, an additional C\$1,000 for all meetings of the Board attended in person and an additional C\$500 for all meetings of the Board attended by telephone. Each of the annual retainer and meeting fees are payable in quarterly cash payments. Additionally, they will each receive an annual target equity grant of 7,500 restricted stock units or deferred stock units, at their option, pursuant to the Company's 2015 Omnibus Equity Incentive Plan.

As it does with all directors and executive officers, the Company will enter into an indemnification agreement with each of Ms. Darche and Ms. Burkman. The indemnification agreement will require the Company to indemnify them, to the fullest extent permitted by the laws of the Province of Québec and the federal laws of Canada applicable in the Province of Québec, for certain liabilities to which they each may become subject as a result of their affiliation with the Company.

The appointments of Ms. Darche and Ms. Burkman were not pursuant to any arrangement or understanding between either of them and any other person. There are no related party transactions between the Company and either Ms. Darche or Ms. Burkman that are subject to disclosure under Item 404(a) of Regulation S-K.

On August 23, 2018, Howard Tafler, the Company's Chief Financial Officer, announced his resignation from the Company to accept a position in another industry, effective September 22, 2018.

On August 23, 2018, the Company appointed Joe Bongiorno, age 46 and currently the Company's Director of Finance, as Interim Chief Financial Officer, effective September 22, 2018. Mr. Bongiorno has served as Director of Finance since September 2017. Prior to being Director of Finance, Mr. Bongiorno served as the Company's Controller and Manager of Financial Accounting from February 2012 until September 2017.

The appointment of Mr. Bongiorno was not pursuant to any arrangement or understanding between him and any other person. There is no family relationship between Mr. Bongiorno and any director or executive officer of the Company. There are no related party transactions between the Company and Mr. Bongiorno that are subject to disclosure under Item 404(a) of Regulation S-K. The compensation arrangements for Mr. Bongiorno have not been amended and no additional grants or awards were made in connection with his appointment as Interim Chief Financial Officer.

A copy of the press release issued on August 24, 2018, regarding the appointments of Ms. Darche and Ms. Burkman to the Board, the resignation of Mr. Tafler as Chief Financial Officer, and the appointment of Mr. Bongiorno as Interim Chief Financial Officer is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 5.02.

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Item 9.01. Financial Statements and Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
99.1	DAVIDsTEA Inc. Press Release dated August 24, 2018

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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.

DATED: August 28, 2018

DAVIDsTEA Inc.

By: /s/ Herschel Segal
Herschel Segal
Executive Chairman and Interim Chief
Executive Officer

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DAVIDsTEA APPOINTS TWO NEW INDEPENDENT DIRECTORS

MONTREAL, August 24, 2018 — DAVIDsTEA Inc. (Nasdaq: DTEA) is pleased to announce the appointment of Anne Darche and Susan L. Burkman to its Board of Directors, upon the recommendation of the Corporate Governance and Nominating Committee of the Board.

Anne Darche is a marketing and consumer-trends specialist with a 20-year career in Montreal advertising agencies, primarily as a co-owner, VP for strategic planning and president. The agency she helped build and administer, Allard Johnson (now KBS), has become one of Canada's leading advertising firms. A respected speaker, she has been heard regularly on Radio-Canada sharing her views on trends, breakthroughs and market disruptions. Ms. Darche serves as a director of Groupe Germain Hôtels, a company based in Quebec City that owns and operates hotels across Canada, Knowlton Development Corporation (KDC), a leading North American contract manufacturer of health and beauty-care products, and 48North Cannabis Corp., a company listed on the TSX Venture Exchange whose wholly-owned subsidiary is a licensed producer of medical cannabis in Canada. She is also chair of MU, a not-for-profit organization devoted to beautifying the city of Montreal by creating murals that are anchored in local communities. Ms. Darche holds a Bachelor of Arts degree in graphic design from Université Laval and a Masters of Business Administration degree from Université de Sherbrooke and is a Chartered Director.

Susan L. Burkman is an experienced financial consulting executive. Throughout her 35 years in the investment banking industry, she has successfully led equity, M&A, and valuation and fairness opinion transactions in excess of \$6 billion for Canadian companies across numerous industries. Since 2007, she has been majority shareholder and President of Burkman Capital Corporation, an investment banking boutique located in Bromont, Québec. From 1997 to 2007, Ms. Burkman was a partner at Griffiths McBurney and Partners and a Director at GMP Securities where she led the Investment Banking Group in Montreal. Prior thereto, Ms. Burkman was President of Mathurin-Burkman Inc., an investment banking boutique, a Vice-President and member of the Board of Directors of McNeil Mantha Inc., then a publicly-traded Canadian securities brokerage firm, and held positions with Wood Gundy Securities in Toronto and with the Corporate Banking division of Bank of Montreal. Ms. Burkman started her professional career as an auditor with KPMG at its Pittsburgh, Pennsylvania and Toronto, Ontario offices. Since 2012, Ms. Burkman has been a member of the Board of Directors of Olameter Inc., a provider of outsourced utility solutions in North America based in Montreal. Ms. Burkman holds both a Bachelor of Arts degree and Masters of Business Administration degree from the University of Pittsburgh and became a Certified Public Accountant in Pennsylvania.

The Board considers that both Anne Darche and Susan L. Burkman are "independent directors" within the meaning of applicable securities regulations. The Board of Directors of DAVIDsTEA is now comprised of Herschel Segal, Susan L. Burkman, Anne Darche, Pat De Marco, Emilia Di Raddo, Max Ludwig Fischer and Peter Robinson.

DAVIDsTEA also announces that the Board of Directors has appointed Peter Robinson and Susan L. Burkman as members of the Audit Committee of the Board of Directors, chaired by

Pat De Marco. Mr. Robinson was until recently CEO of the David Suzuki Foundation and prior thereto CEO of Mountain Equipment Co-op, a Canadian consumers' cooperative. The Board of Directors also appointed Anne Darche and Emilia Di Raddo as members of the Human Resources and Compensation Committee of the Board of Directors, chaired by Max Ludwig Fischer. The Board expects to appoint a "lead director" at its next meeting, scheduled to be held in September.

DAVIDsTEA is also pleased to announce the appointment of three new Vice-Presidents, namely, Nathalie Binda, Vice-President, Marketing & E-Commerce, Martin Hillcoat, Vice-President, Supply Chain, and Alana Lapierre, Vice-President, Human Resources, and the return of Sarah Segal as Vice-President, Product Development & Innovation, a position Ms. Segal held prior to the recent annual meeting of shareholders. They join April Sabral, Vice-President, Retail Sales & Operations, Nathalie Pelchat, Vice-President, Merchandising, and Dominique Choquette, Vice-President, IT, on DAVIDsTEA's management team, reporting to Herschel Segal, Executive Chairman and Interim Chief Executive Officer.

DAVIDsTEA also announces that Howard Tafler, Chief Financial Officer, has tendered his resignation in order to accept a position in another industry. Herschel Segal and the Board of Directors sincerely thank Howard Tafler for his valued contribution and loyalty to DAVIDsTEA over the last eight years and wish him the very best in his new position. The resignation takes effect in 30 days. The Board of Directors has appointed Joe Bongiorno, Director of Finance of DAVIDsTEA, as Interim Chief Financial Officer and has commissioned the Human Resources and Compensation Committee to initiate the process of finding a new Chief Financial Officer.

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
MaisonBrison Communications
Rick Leckner
514-731-0000
rickl@maisonbrison.com