
**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**

June 20, 2016

Date of Report (Date of earliest event reported)

333-132456

Commission File Number

SECURITY DEVICES INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or
organization)

71-1050654

(I.R.S. Employer Identification Number)

25 Sawyer Passway

Fitchburg, Massachusetts 01420

(Address of Principal Executive Offices) (Zip Code)

(905)-582-6402

(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))
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Item 5.02 Departure of Certain Directors or Offices; Appointment of Principal Officer

On June 20, 2016 Security Devices International, Inc. (the “Company”) announced that Gregory Sullivan will be resigning as the Company’s President and Chief Executive Officer effective July 15, 2016. Mr. Sullivan is expected to continue to provide services to the Company through July 15, 2016 in order to facilitate a smooth transition. Dean Thrasher, the Company’s Chief Operating Officer and a member of the Company’s Board of Directors, will assume the role of interim President and Chief Executive Officer. Mr. Sullivan also resigned as a director of the Company, effective upon the earlier of September 1, 2016, or until his successor is duly named and qualified. Mr. Sullivan’s resignation was not the result of any dispute or disagreement with the Company on any matter relating to the Company’s operations, policies or practices.

Item 7.01 Regulation FD Disclosure

On June 20, 2016, the Company issued a press release acknowledging a Schedule 13D filing by NLW1, LLC and its affiliates. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

In accordance with General Instruction B.2 of Form 8-K, the information being furnished under this Item 7.01, including Exhibit 99.1, shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any other registration statement or other document filed by the Company under the Securities Act of 1933, except as expressly set for by specific reference in such filing.

Item 8.01 Other Events

On June 20, 2016, the Company announced it has entered into a consulting agreement (the “Consulting Agreement”) with Northeast Industrial Partners LLP (“Northeast”). Under the Consulting Agreement, Northeast will provide certain sales & marketing and operational consulting services to the Company for a one-year term, beginning as of May 15, 2016.

Pursuant to the Consulting Agreement, and subject to the approval of the TSX Venture Exchange, the Company shall issue to Northeast the number of shares of the Company’s common stock (the “Shares”) that is equal to US\$200,000 as consideration. The Shares will be issued in four (4) quarterly installments, with the first installment due on August 15, 2016. The Shares will be priced at the volume weighted average trading price per Share over the twenty (20) day period immediately preceding the due date.

Item 9.01 Financial Statements and Exhibits**(a) Financial Statements of Business Acquired.**

Not applicable.

(b) Pro Forma Financial Information.

Not applicable.

(c) Shell Company Transaction.

Not applicable.

(d) **Exhibits.**

99.1 [Press Release by Security Devices International, Inc. dated June 20, 2016](#)

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.

SECURITY DEVICES INTERNATIONAL, INC.

June 22, 2016

/s/ Dean Thrasher
Name: Dean Thrasher
Title: Chief Operating Officer

SDI Announces Resignation of CEO, Names New Interim CEO, and Brings on Management Consultant

Fitchburg, MA – June 20, 2016 (TSX-V: SDZ) (OTCBB: SDEV)

Security Devices International Inc. (“SDI” or the “Company”) today announced that Gregory Sullivan has resigned as President and CEO to pursue other opportunities, effective July 15, 2016. Mr. Sullivan will assist management in a smooth transition with ongoing projects and relationships until the July 15, 2016 date.

Dean Thrasher, the current COO and a member of the SDI board of directors will assume the interim role of President and CEO. Mr. Sullivan will remain on the board of directors until his replacement is appointed and receives stock exchange clearance, or September 1, 2016, whichever occurs first.

Mr. Thrasher commented; "The Company wishes to thank Mr. Sullivan for his service as President and CEO, and wishes him the best of luck in his new endeavors".

The Company has signed a one-year consulting agreement with Northeast Industrial Partners LLP (“Northeast”), which is headed up by Mr. Bryan Ganz. Northeast will assist SDI with sales & marketing, expansion of the Company’s product range, review of operations, implementation of cost control measures, development of strategic alliances and financial oversight. Mr. Ganz brings more than 30 years of experience in sales management, manufacturing, new product design and development as well as mergers & acquisitions. During his career Mr. Ganz has bought, built and sold more than half a dozen global businesses with combined sales in excess of \$1.0 billion. Most recently, Mr. Ganz sold Maine Industrial Tire LLC to Trelleborg (based out of Sweden), for \$67 million generating a 7.0x return to investors over a three-year period.

For their services and subject to stock exchange approval, Northeast will be issued a value of US\$200,000 in SDI stock in four quarterly installments over the 12-month period ending May 15, 2017. The first quarterly installment is due August 15, 2016. The stock will be priced at the volume weighted average trading price per common share over the 20 day period preceding the due date. The stock will vest at the end of the contract with Northeast.

NEIP is currently the controlling shareholder in two operating businesses and a 250 unit residential real estate portfolio in the New England area. Northeast also owns minority stakes in a number of public and private businesses including a California company developing wireless electricity. Mr. Ganz is a graduate of Columbia Law School in New York City and completed his accounting designation at Georgetown University in Washington DC.

The Company wishes to inform the market that a Schedule 13D was filed with the SEC on June 8, 2016 by SDI's largest group of shareholders in the US, holding approximately 10,474,522 shares. The 13D filing by the "reporting persons" relates to the maximizing of shareholder value with the intention of engaging more substantively with management, the board of directors and other relevant parties on matters concerning the business, assets, capitalization, operations and strategy of SDI. The 13D filing says that the reporting person may also discuss strategic alternatives with interested parties to propose or consider extraordinary transactions including joint ventures, mergers or a sale transaction of the Company.

<http://www.sec.gov/Archives/edgar/data/1354866/000115752316005828/a51358470.htm>

Forward Looking Statement

The information in this news release includes certain information and statements about management's view of future events, expectations, plans and prospects that constitute forward looking statements. Because of certain risks and uncertainties and as a result of a variety of factors, the actual results, expectations, achievements or performance may differ materially from those anticipated and indicated by these forward looking statements. Although SDI believes that the expectations reflected in forward looking statements are reasonable, it can give no assurances that the expectations of any forward-looking statements will prove to be correct.

NEITHER THE TSX VENTURE EXCHANGE NOR ITS REGULATION SERVICES PROVIDER (AS THAT TERM IS DEFINED IN THE POLICIES OF THE TSX VENTURE EXCHANGE) ACCEPTS RESPONSIBILITY FOR THE ADEQUACY OR ACCURACY OF THIS RELEASE.

For additional information on SDI contact:

Allen Ezer,

Exec. VP

T: 416-453-7798

Or visit: www.securitydii.com
