

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 Act of 1934

Date of Report (Date of earliest event reported): November 26, 2018

Synthesis Energy Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33522
(Commission
File Number)

20-2110031
(I.R.S. Employer
Identification No.)

Three Riverway, Suite 300
Houston, Texas
(Address of principal executive offices)

77056
(Zip Code)

(713) 579-0600
(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 (see General Instruction A.2. below):

- 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 240.14-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.133-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 8.01 Other Events.

On November 26, 2018, and effective as of June 15, 2018, the board of directors (the “Board”) of Synthesis Energy Systems, Inc. (the “Company”) approved amended terms to its consulting agreement with Robert Rigdon, Vice Chairman of the Board and the Company’s former Chief Executive Officer. The term of the consulting agreement is now month-to-month and is terminable by either party on thirty days notice for any reason, and Mr. Rigdon will receive a monthly fee of \$15,000 for his services through the termination of the consulting agreement.

A copy of the consulting agreement and the prior amendments to the consulting agreement are incorporated by reference herein as Exhibits 10.1, 10.2 and 10.3, respectively. The current amendment is filed herewith as Exhibit 10.4.

Item 9.01 Financial Statements and Exhibits.

[10.1](#) [Consulting Agreement between the Company and Robert Rigdon dated effective February 15, 2016 \(incorporated by reference to Exhibit 10.3 to the Company’s Current Report on Form 8-K filed on February 11, 2016\).](#)

[10.2](#) [Amendment to Consulting Agreement between the Company and Robert Rigdon dated October 2, 2016 \(incorporated by reference to Exhibit 10.2 to the Company’s Current Report on Form 8-K filed on October 5, 2016\).](#)

[10.3](#) [Amendment to Consulting Agreement between the Company and Robert Rigdon dated February 15, 2017 \(incorporated by reference to Exhibit 10.3 to the Company’s Current Report on Form 8-K filed on February 22, 2017\).](#)

[*10.4](#) [Amendment to Consulting Agreement between the Company and Robert Rigdon dated November 26, 2018.](#)

* Filed herewith.

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 thereunto duly authorized.

Synthesis Energy Systems, Inc.

Dated: November 26, 2018

/s/ DeLome Fair
DeLome Fair
President and Chief Executive Officer

Exhibit Index

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* Filed herewith.

November 26, 2018

LEAP Development, LLC
11410 Long Pine Drive
Houston, Texas 77077

Re: Amendment of Consulting Agreement

Dear Robert:

This letter serves as an amendment, effective immediately, to the consulting agreement between you and Synthesis Energy Systems, Inc. (the "Company") dated effective February 15, 2016 (as previously amended, the "Consulting Agreement"). Effective June 15, 2018, the compensation to be paid to you for Services (as defined in the Consulting Agreement) shall be \$15,000 per month. In addition, Section 2 of the Consulting Agreement is also amended to provide that the term of the Consulting Agreement shall be month-to-month and either party may terminate at any time upon thirty (30) days written notice.

This letter does not affect any other terms of the Consulting Agreement. If you have any questions regarding this matter, please let me know.

Regards,

/s/ David Hiscocks

David Hiscocks
Corporate Controller
Synthesis Energy Systems, Inc.

Acknowledged and Agreed on November 26, 2018

/s/ Robert Rigdon

Robert Rigdon
LEAP Development, LLC
Managing Member