
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 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 9, 2018**

FTE NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

001-38322
(Commission
File Number)

81-0438093
(I.R.S. Employer
Identification No.)

999 Vanderbilt Beach Rd, Suite 601
Naples, FL
(Address of principal executive offices)

34108
(Zip Code)

877-878-8136
(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 7.01 Regulation FD Disclosure

On July 9, 2018, the Registrant posted an investor presentation to its website at <http://ir.ftenet.com/>. A copy of the investor presentation is attached as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K, including Exhibit 99.1 attached hereto, is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. The information in this Item 7.01 shall not be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>	<u>Location</u>
99.1	FTE Networks, Inc. Investor Presentation	Filed herewith

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.

FTE NETWORKS, INC.

By: */s/ Michael Palleschi*

Michael Palleschi
Chief Executive Officer

Date: July 9, 2018



ENABLING THE EDGE

NYSE AMERICAN: FTNW



DISCLAIMER

The views presented in this presentation are for discussion purposes only. Information and opinions presented in this presentation have been obtained or derived from sources believed to be reliable. However, FTE Networks, Inc. (the "Company") does not make any representations or warranties as to the accuracy or completeness of any information contained herein. In addition, the Company does not accept any liability for losses arising from the use of the material presented in this presentation, except to the extent that such liability arises under specific U.S. statutes or regulations applicable to the Company.

The information and statements contained herein may contain forward-looking information as defined under applicable U.S. securities legislation, herein called "forward-looking statements." Forward-looking statements involve known and unknown risks and uncertainties which could cause the Company's prospects or actual results to differ materially from those in the forward-looking statements. Such risks and uncertainties include, but are not limited to, the availability of funds, the successful commercialization of the Company's technologies, the ability of the Company to take advantage of business opportunities in its specific industry, uncertainties related to the prices at which the Company or other third parties may be able to sell its products in the future, and general changes in economic conditions. Investors are cautioned not to rely on these forward-looking statements. Except as required by law, the Company does not undertake any obligation to update the information or forward-looking statements contained herein, whether as a result of new information, future events, or otherwise.

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LEADING THE GLOBAL TRANSITION TO
NEXT GENERATION
INTELLIGENT BUILDINGS





LEADING THE GLOBAL TRANSITION TO NEXT GENERATION, INTELLIGENT BUILDINGS



6/30/2018 Price: \$19.30
Market Capitalization: \$123 Million
Enterprise Value: \$207 Million

- FTE designs and builds innovative, state-of-the-art facilities for some of the most prestigious companies in the world including Fox, Bloomberg and the NYSE
- End-to-End developer with emphasis on advanced network and building ecosystem management solutions
- **FTE is leveraging the company's disruptive CrossLayer technology to provide carrier grade in-building wireless connectivity services**
- CrossLayer allows building owners to retain control of their network
- Partnered with global real estate leader, CBRE Group to accelerate the adoption of CrossLayer; driving new high margin recurring revenue streams for FTE
- 2018 Financial Outlook:
Revenue: \$350 million (+23% YOY)
Adjusted EBITDA: \$30 million (+42% YOY)

Four decorative icons are arranged around the central text: a water drop at the top left, a flame at the bottom left, a lightning bolt at the bottom right, and the FTE logo inside a dashed red box at the top right. Red lines connect these icons to the text.

THE "FOURTH UTILITY":
**BRIDGING BUILDING-BASED TELECOM
INFRASTRUCTURE WITH EDGE
COMPUTING TECHNOLOGY**



END-TO-END SMART INFRASTRUCTURE SOLUTIONS
BENEFITS OF UTILIZING ADVANCED NETWORK TECHNOLOGY DROP-IN

- ✓ **Maintain control of in-building network infrastructure – and profit from it**
- ✓ **Provide turn-key, advanced connectivity to tenants**
- ✓ **Enhance reliability with redundant systems – eliminate or substantially reduce downtime**

**SMARTER INFRASTRUCTURE-DEMAND REQUIRES A
SMARTER OPERATING MODEL**



FTE IS A NEXT-GENERATION
INFRASTRUCTURE TECHNOLOGY
COMPANY BRINGING FULL-TECHNOLOGY
STACK CAPACITY TO THE INTELLIGENT
BUILDING AND CAMPUS ARENA

END-TO-END SMART INFRASTRUCTURE SOLUTIONS



INFRASTRUCTURE SEGMENT

- Designs and builds innovative, state-of-the-art facilities
- **Acts as a foundation for total enterprise dynamic**
- Provides fundamental, financial, and client base ballast to “technology” component
- Well established with a strong customer base

TECHNOLOGY SEGMENT

- **Provides higher margin recurring “overlay” for total enterprise dynamic**
- Enabling the complete management of in-building ecosystems
- Immediately scalable, immediately total-model ready, carrier agnostic



FTE WAS CREATED TO MEET THE GROWING
DEMAND FOR **COMPLETE IN-BUILDING**
ECOSYSTEM MANAGEMENT AND
ADVANCED NETWORK
COMMUNICATIONS
INFRASTRUCTURE

- Integration of three, complementary value-add businesses allows for the creation of a singular, next-generation infrastructure technology company
- Utilizing existing clientele, FTE can bring a technology-led value-add to a diverse set of customers
- Integrating a “technology overlay” to its existing business model has fundamentally changed FTE; evolving it to being technology-first



A NEXT-GENERATION
**INFRASTRUCTURE
TECHNOLOGY COMPANY**



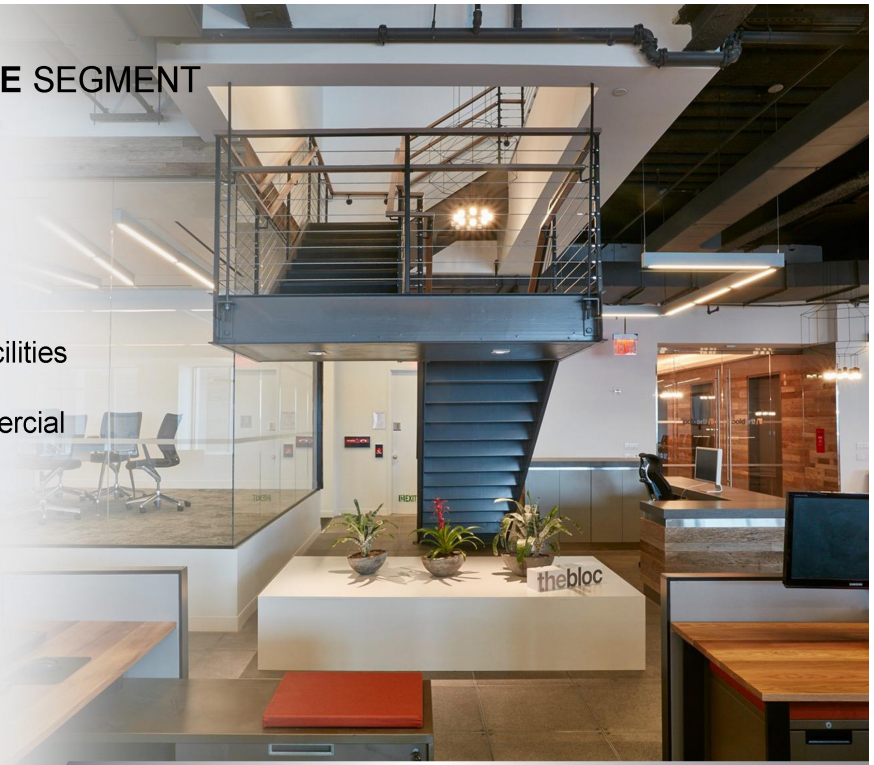
UTILIZING A MULTI-PRONG **MARKET ATTACK STRATEGY**





INFRASTRUCTURE SEGMENT

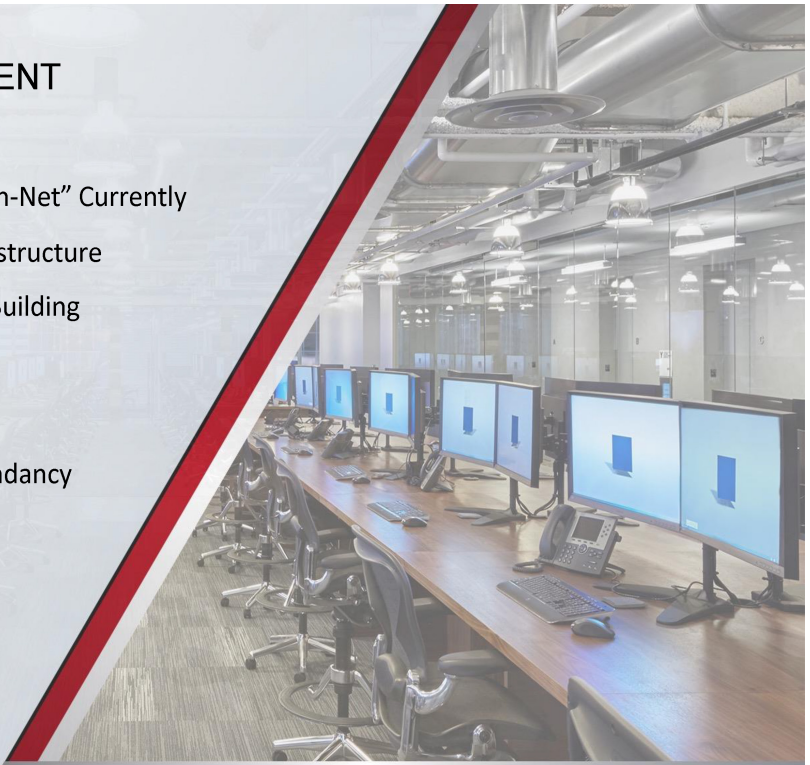
- Led by acquisition of Benchmark Builders in Q2 2017
- Designs & Builds Innovative State-of-the-Art, Intelligent Facilities
- Fortune 1000 Top-Tier Commercial Clients in NYC Metro Area
- Jus-Com provides expertise in network installation
 - Fiber Optics Installation
 - Data Centers





TECHNOLOGY SEGMENT LED BY CROSSLAYER

- Launched in Q4 2017 – 11 Buildings “On-Net” Currently
- Industry-Leading, Low Cost, Open Infrastructure
- Ultra-High Speed Access Anywhere in Building
- Superior Quality Internet Service
- Recurring Revenue Model
- Multi-layer Security with Built-in Redundancy to Prevent Service Disruption
- Offers New Revenue Streams for Building Owners from Retained Data Ownership





KEY FACTORS

DRIVING A FOCUS ON IN-BUILDING NETWORKS

Employee Demands for More Advanced Services

Augmented/Virtual Reality, 360 Video, 4/8K Streaming Video, Local/Private Cloud, Smart Building Experiences

Office Network Density Continues to Increase

Impacts Network Performance & Compounds Complexity Involved to Deliver Communications Services

Higher Speed Services Require a Cleaner Environment

Inflexibility of Current Physical In-Building Networks Impede Opportunities to Expand Services & Capabilities

Current Solutions Do Not Present a Path to Successfully Implement an Advanced Network

Carrier Solutions/Services Address the Specific Tenant Need vs Solving the Network Challenge







EASES KEY CONNECTIVITY PAIN POINTS

PROBLEM



SOLUTION

Connectivity Is #1

- Internet Access Quality #1 Factor in Choosing New Space
- Real Estate is Ranked On-Line by Connection Quality

It is Still Hard To Get Service

- It Can Take up to 10 Weeks to Get Service Installed
- Network is Still Slow & Unreliable

Immediate Access

- Building Owner Directly Provides Network Services to Tenants
- Service is Turned Up Immediately
- Experience is Reliable, Secure & Fast
- Access to Services Campus-Wide via Wireless Infrastructure

New Revenue Stream

- We Give the Owner the "4th Utility"
- Owner is Already Selling Electric, Water & Phone Services to Tenants



CASE STUDY: INDUSTRY CITY

FTE Selected to Build and Manage Ultra-Fast Compute-to-the-Edge Network to Industry City's (IC) 35-Acre Waterfront Campus with ~20 Buildings in Brooklyn, NY

Benchmark Builders Relationships
Provide Sales Channel for
CrossLayer

Access to More Than 450 IC
Commercial Tenants

FTE Will Deliver Telecom
Carrier-Like Functionality



Project Meets Demands of Industry
City's Innovative Ecosystem of Tenants
and Community

Industry City Owns Data Network
and Connections

FTE to Manage
Carrier-Neutral Network

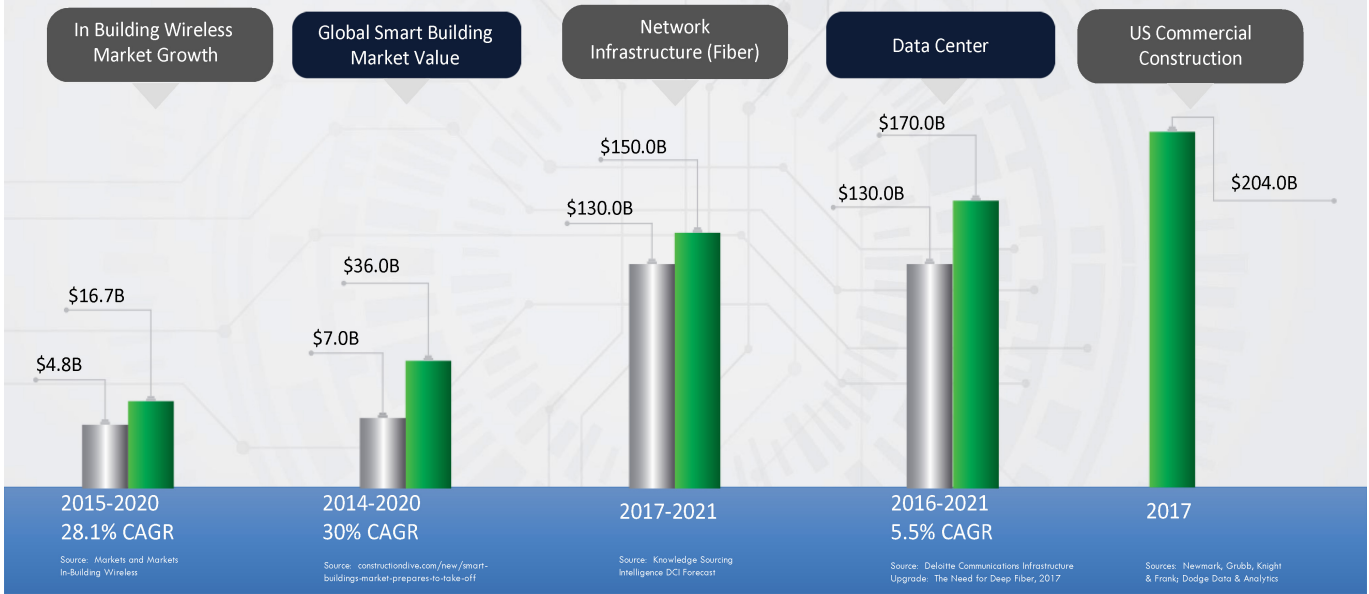


ATTRACTIVE FUNDAMENTALS,
PRIMED FOR GROWTH



FTE NETWORKS PROPRIETARY AND CONFIDENTIAL // NYSE AMERICAN: FTNW 18

FTE BUSINESS MODEL SPANS MULTIPLE HIGH GROWTH MARKETS



BALANCE SHEET & INCOME STATEMENT DATA

Income Statement Data as of 3/31/2018

- Pro forma 2017 revenue of \$285 million
- Adjusted EBITDA of \$21.2 million

2018 Outlook

- Net Revenue \$350 mil
- Adjusted EBITDA \$30 mil

Balance Sheet Data as of 3/31/2018

- Cash \$9.6 mil
- Total Debt \$80 mil
 - \$26.4 mil senior debt facility 12% interest plus 4% PIK matures 3/31/2019
 - \$49 mil seller note associated with Benchmark acquisition in 2017
 - \$6.5 mil 3% note matures 10/20/2018
 - \$12.5 mil 5% note matures 4/20/2019
 - \$30 mil 3% note matures 4/20/2020



A NEXT-GENERATION INFRASTRUCTURE
TECHNOLOGY COMPANY

VALUATION METRICS

FTNW

- EV: \$207 million
- EV/2018 sales: .6X
- EV/2018 Adjusted EBITDA: 6.9X
- 2018 projected revenue growth rate of 42%

Industry Averages

- 1.0X average peer group EV/2018 Sales
- 10.6X average peer group EV/2018 EBITDA
- Peer group: ZAYO, GTT, CCOI, DXC, CAPP, GIB, ATOS, MTZ, DY, ACM, GVA, TPC, WG, PWR, AGX



A NEXT-GENERATION INFRASTRUCTURE
TECHNOLOGY COMPANY

SENIOR EXECUTIVE LEADERSHIP - CEO, CFO, COO, CAO

MICHAEL PALLESCHI

Chief Executive Officer &
Chairman of the Board
Co-Founder

- 22 years executive leadership | technology and telecommunications experience
- Chairman and CEO since 2014
- COO and President of Focus Venture Partners
- Senior management positions at Level 3 Communications, Qwest Communications and MCI

DAVID LETHEM

Chief Financial Officer

- 31 years of experience with publicly traded companies in the fields of finance and accounting
- Named Chief Financial Officer of FTE in 2014
- Previously Director of Finance and Audit for Audit Management Solutions

LYNN MARTIN

Chief Operating Officer &
President of Technology

- More than 20 years of telecom experience
- Previously SVP Strategy & Portfolio Management at Nexius
- Senior Strategist in Accenture's Network Practice
- VP at Level 3 Communications

ANTHONY SIROTKA

Chief Administrative Officer &
President of Infrastructure

- 22+ years telecommunications and construction industry
- Principal of LQ Optics, a NYC based telecommunications infrastructure solutions firm
- Senior management positions at Level 3 Communications and McCann, Inc.

SENIOR EXECUTIVE LEADERSHIP - CONTINUED

FRED SACRAMONE

President of Benchmark Builders
Member of Board of Directors

- 24+ years general contracting management experience, co-founder of Benchmark Builders
- Senior roles leading large complex projects

MICHAEL BONEWITZ

Chief Technology Officer

- 20+ years of senior management experience in communications network engineering
- VP of Strategy and Product Development for Cloud services, Fiber engineering and construction at Nexus

KIRSTIN GOOLDY

Chief Compliance Officer

- 24+ years senior management in telecom & technology
- CFO and Board Member of Powerstorm ESS



TAKEAWAYS



First-to-Market Provider of Fast, Secure, Open Source Wireless Networks



Comprehensive Service Model Leveraging Three Fully Integrated and Complementary Businesses



CrossLayer at the Foundation of Technology Offering



Benchmark Builders Provides Sales and Marketing Channel to Fortune 1000 Clients



Validating a Business Model That Can Be Replicated in New Geographic Markets



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MZ Group

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ENABLING THE EDGE

NYSE AMERICAN: FTNW

