

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) **November 27, 2018**

SONOMA PHARMACEUTICALS, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-33216
(Commission
File Number)

68-0423298
(IRS Employer
Identification No.)

1129 N. McDowell Blvd.
Petaluma, CA 94954
(Address of principal executive offices)
(Zip Code)

(707) 283-0550
(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 (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 240.14d-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 (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 27, 2018, we sent a letter in response to two letters addressed to Sonoma Pharmaceuticals' board of directors, publicly released by Montreux Equity Partners V, L.P. via EDGAR on a Schedule 13D on November 5, 2018 and November 20, 2018, in which Montreux requested, among others, that the board commence a review of strategic alternatives. The full text of the letter is furnished as Exhibit 99.1. The information furnished in Exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that Section.

This report contains forward-looking statements. Forward-looking statements include, but are not limited to, statements that express the Company's intentions, beliefs, expectations, strategies, predictions or any other statements related to its future activities or future events or conditions. These statements are based on current expectations, estimates and projections about the Company's business based, in part, on assumptions made by management. These statements are not guarantees of future performances and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those risks discussed in the Company's Annual Report on Form 10-K and in other documents that it files from time to time with the SEC. Any forward-looking statements speak only as of the date on which they are made, and the Company does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date of this report, except as required by law.

Item 9.01 Financial Statements and Exhibits.

99.1 [Letter by Sonoma Pharmaceuticals, Inc., dated November 27, 2018.](#)

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.

Sonoma Pharmaceuticals, Inc.
(Registrant)

Date: November 28, 2018

/s/ Jim Schutz
Name: Jim Schutz
Title: Chief Executive Officer



Dan K. Turner, III
Managing Director
Montreux Equity Partners
One Ferry Building
Suite 255
San Francisco, CA 94111

November 27, 2018

Sent via Email and U.S. Post Office

Dear Mr. Turner,

We are in receipt of your two letters. We value all of our shareholders, both large and small, and respect your input. We have taken your concerns seriously. Our Lead Independent Director reached out to you upon receiving your initial letter. He was told you were not interested in dialog and you have not since responded to his invitation. Instead, you made a second letter public.

As you may understand, even if we agreed with your suggestions, a public company can't replace the majority of its Board, sell or merge substantially all of its assets or undertake your other suggestions without a thoughtful process. For example, if we decided it was appropriate to sell the Company, we would undertake a process to maximize shareholder value and shareholders would vote on the transaction. It is not, as you appear to imply, a process that can occur in a couple of weeks.

We value your input however we believe the best way to communicate is person to person, not necessarily through an expensive, time consuming face-to-face meeting. Our invitation to talk to our Lead Independent Director and the Chair of our Audit Committee remains open. However, we will not continue a public discourse particularly when that discourse includes incorrect information and threats of litigation.

Sincerely,

The Board of Directors of Sonoma Pharmaceuticals, Inc.