GLOBAL WATER RESOURCES, INC.
(Exact name of registrant as specified in its charter)

1401 N. 19th Avenue #220, Phoenix, Arizona
(Address of Principal Executive Offices)

Registrant’s telephone number, including area code: (480) 360-7775

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 (§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 November 30, 2017, the board of directors of the Company adopted the third amendment (the “Third Amendment”) to the Global Water Resources, Inc. Deferred Phantom Stock Unit Plan dated as of January 1, 2011 (as amended on May 3, 2016 and August 4, 2017) (as amended, the “Plan”). The material features of the Plan are described in our Prospectus filed on April 28, 2016 under the heading “Executive Compensation” which is incorporated by reference herein. The Third Amendment restricts the ability of any Non-U.S. Taxpayer Director (i) who has not yet had a Separation Date (as defined in the Plan) to redeem Deferred Phantom Stock Units and (ii) to elect to have the Deferred Phantom Stock Units valued on the Redemption Date (as defined in the Plan) and elect to receive the value of the Deferred Phantom Stock Units in up to three (3) equal annual installments.

The Third Amendment is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein, and the above description of the Third Amendment is qualified in its entirety by reference to such exhibit. The description of the Plan referenced above is qualified in its entirety by the text of the Plan and the prior amendments to the Plan, which were filed as Exhibit 10.19 to our Registration Statement on Form S-1 filed on January 19, 2016, Exhibit 10.3 to our Current Report on Form 8-K filed on May 4, 2016 and Exhibit 10.1 to our Current Report on Form 8-K filed on August 8, 2017.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<table>
<thead>
<tr>
<th>Exhibit No.</th>
<th>Description</th>
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<tr>
<td>10.1</td>
<td>Third Amendment to Global Water Resources, Inc. Deferred Phantom Stock Unit Plan*</td>
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* Compensation plan or arrangement
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.

GLOBAL WATER RESOURCES, INC.

Date: December 6, 2017    /s/ Michael J. Liebman

Michael J. Liebman
Chief Financial Officer
THIRD AMENDMENT TO THE
GLOBAL WATER RESOURCES, INC.
DEFERRED PHANTOM STOCK UNIT PLAN

Global Water Resources, Inc., a Delaware corporation (the “Corporation”), previously established the Global Water Resources, Inc. Deferred Phantom Stock Unit Plan dated as of January 1, 2011 (the “Plan”). The Plan has been amended on two prior occasions. By adoption of this Third Amendment, the Corporation now desires to further amend the Plan as set forth below.

1. This Third Amendment shall be effective as of the date on which it is executed.

2. Section 1.1 (Definitions) is hereby amended by the deleting the definition of “Non-U.S. Taxpayer Director” in subsection (v).

3. Section 3.4 (Redemption) is hereby amended by deleting subsections (b) and (c) thereof.

4. The Flush language in Section 5.1 (Amendment of Plan) shall be amended and restated as follows:

   shall only be effective upon such amendment, modification or change being approved by the Board, and, if required, by shareholders of the Corporation if required by NASDAQ or any other regulatory authorities having jurisdiction over the Corporation and provided any such amendment shall be effective only if this Plan will continue to meet the requirements of paragraph 6801(d) of the regulations to the Income Tax Act (Canada) or any successor to such provision.

5. Section 5.9 (Section 409A Compliance) is hereby amended by deleting the first sentence thereof.

6. This Third Amendment shall supersede the provisions of the Plan to the extent those provisions are inconsistent with the provisions and intent of this Third Amendment.
IN WITNESS WHEREOF, the Corporation has caused this Third Amendment to be executed as of this 30th day of November, 2017.

Global Water Resources, Inc.

/s/ Ron L. Fleming

By: Ron L. Fleming

Its: CEO and President