

PRECISION OPTICS CORPORATION INC  
Form 8-K/A  
July 30, 2010

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K/A**

**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 26, 2010**

**PRECISION OPTICS CORPORATION, INC.**

(Exact name of registrant as specified in its charter)

**Massachusetts**  
(State or other jurisdiction  
of incorporation)

**001-10647**  
(Commission  
File Number)

**04-2795294**  
(IRS Employer  
Identification No.)

**22 East Broadway, Gardner, Massachusetts**  
(Address of principal executive offices)

**01440**  
(Zip Code)

**(978) 630-1800**

(Registrant's telephone number, including area code)

**Not applicable.**

(Former name or former address, if changed since last report)

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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))
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**Item 1.01 Entry into a Material Definitive Agreement.**

We are amending this 8-K (originally filed on June 26, 2010) to clarify that the number of shares of common stock previously stated was decreased as the result of a reverse stock split.

On June 25, 2008, we entered into a Purchase Agreement, as amended on December 11, 2008 and June 25, 2010, with certain accredited investors (the "Investors") pursuant to which we sold an aggregate of \$600,000 of 10% Senior Secured Convertible Notes (the "Notes") that were convertible into an aggregate of 12,000,000 shares of our common stock. Following a 1 for 25 reverse stock split effective December 11, 2008, the Notes convert into 480,000 shares of our common stock. On July 26, 2010, the Investors amended the Notes to extend the Stated Maturity Date to September 15, 2010. We believe the Investors will continue to work with our Company to reach a positive outcome on the Note repayment.

This report contains forward-looking statements. Forward-looking statements include, but are not limited to, statements that express our intentions, beliefs, expectations, strategies, predictions or any other statements related to our future activities or future events or conditions. These statements are based on current expectations, estimates and projections about our business based on current expectations, estimates, and projections about our business based, in part, on assumptions made by our 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 our Annual Report on Form 10-K and in other documents that we file from time to time with the SEC. Any forward-looking statements speak only as of the date on which they are made, and we do 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.

The foregoing description of the Notes does not purport to be complete and is qualified in its entirety by reference to the full text of the Note and Side Letter Agreement, filed as Exhibits 4.1 and 10.1 respectively, to this report. The foregoing description of the Endorsements is qualified in its entirety by reference to the full text of the Endorsements filed as Exhibits 10.2, 10.3, and 10.4 to this report.

**Item 9.01 Financial Statements and Exhibits.**

- 4.1 Form of 10% Senior Secured Convertible Note, dated June 25, 2009 (included as Exhibit 4.3 to the Form 8-K filed June 27, 2009 and incorporated herein by reference).
- 10.1 Side Letter Agreement between the Company and the holders signatory to the 10% Senior Convertible Note, dated December 11, 2008 (included as Exhibit 10.15 to the Form S-1 filed on December 18, 2008, and incorporated herein by reference).
- 10.2 Endorsement to 10% Senior Secured Convertible Note by the Company, dated July 26, 2010, and accepted by Special Situations Private Equity Fund, L.P. (included as Exhibit 10.2 to the Form 8-K filed July 26, 2010 and incorporated herein by reference).
- 10.3 Endorsement to 10% Senior Secured Convertible Note by the Company, dated July 26, 2010, and accepted by Special Situations Fund III QP, L.P. (included as Exhibit 10.3 to the Form 8-K filed July 26, 2010 and incorporated herein by reference).
- 10.4 Endorsement to 10% Senior Secured Convertible Note by the Company, dated July 26, 2010, and accepted by Arnold Schumsky (included as Exhibit 10.4 to the Form 8-K filed July 26, 2010 and incorporated herein by reference).



**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.

Precision Optics Corporation, Inc.  
(Registrant)

Date                      July 30, 2010

/s/ Richard E. Forkey  
(Signature)

Name:                    Richard E. Forkey  
Title:                    President and Chief Executive  
                                 Officer