

Edgar Filing: 800AMERICA COM INC - Form 8-K

800AMERICA COM INC
Form 8-K
October 29, 2001

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): October 11, 2001

800America.com, Inc.
(Exact name of issuer as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Nevada | 000-28547 | 87-0567884 |
| ----- | ----- | ----- |
| (STATE OR OTHER JURISDICTION OF INCORPORATION) | (COMMISSION FILE NUMBER) | (IRS EMPLOYER IDENTIFICATION NO.) |

1929 S. 21st Avenue
Nashville, TN 37212

(Address Of Principal Executive Offices and Zip Code)
(800) 999-5048

(Registrant's Telephone Number, Including Area Code)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On October 11, 2001, 800America.com, Inc. (the "Company") through its wholly-owned subsidiary, 800America.com Acquisition Corp., a Delaware corporation, acquired all of the then outstanding capital stock of iGain, Inc. ("iGain"), a Delaware corporation, in a stock-for-stock, merger (such transaction being referred to as the "Merger") pursuant to a certain Merger Agreement and Plan of Reorganization dated as of October 11, 2001. iGain, headquartered in Fairfield, Connecticut, is a provider of private label customer loyalty programs for business. Each iGain preferred share was converted into .44444444 shares of the Company's Common Stock and each iGain common share was converted into .01011941 shares of the Company's Common Stock.

In connection with the closing of the Merger, the Company issued a total of 1,050,000 shares of its common stock, which had a value of approximately \$2,226,000 based on the closing price of the Company's common stock on October 11, 2001. The consideration paid by the Company was determined by the parties through a privately negotiated arms' length transaction. Holders of 1,000,000 shares of common stock received in the transaction have the right to put the

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shares back to the Company for repurchase.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

- (a) Financial Statements of Businesses Acquired. (to be filed by amendment)
- (b) Pro Forma Financial Information. (to be filed by amendment)
- (c) Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 2 | Form of Merger Agreement and Plan of Reorganization by and among 800America.com, Inc., iGain, Inc. and 800America.com, Inc. Acquisition Corp. dated as of October 11, 2001. |

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, in the City of Nashville, State of Tennessee, on the 25th day of October, 2001.

800America.com, Inc.

By: /s/ David E. Rabi

David E. Rabi,
Chief Executive Officer

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EXHIBIT INDEX

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