

Edgar Filing: GROUP MANAGEMENT CORP - Form 8-K12G3

GROUP MANAGEMENT CORP

Form 8-K12G3

August 25, 2003

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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: August 22, 2003

Silver Screen Studios, Inc.  
(Exact name of registrant as specified in its Charter)

Georgia Initial Filing  
20-0097368  
(State of Incorporation) (Commission file number) (IRS  
Employer ID #)

101 Marietta St., Suite 1070, Atlanta, GA 30303  
(Address of principal executive office) (Zip  
Code)

Registrant's telephone number (404) 522-1202

Group Management Corp.  
(Former name or former address, if changed since last filing)  
ITEM 5: OTHER EVENTS

Plan of merger between Group Management Corp., a Delaware corporation, ("GPMT"), Silver Screen Studios, Inc. ("SSS"), a Georgia corporation, and SSSG Acquisition Corp., ("SSSG"), a Georgia corporation.

On August 22, 2003, Group Management Corp, a Delaware corporation ("GPMT") announced that it has formed a new public holding company, Silver Screen Studios, Inc. (the "Registrant") and completed a holding company reorganization in accordance with DGCL 253 and OCGA 14-2-1104 of the Georgia Business Corporation Act.

The holding company organizational structure was effected as of 5:00 p.m. Eastern Standard Time on August 22, 2003 pursuant to a Plan of Merger dated as of August 22, 2003 (the "Plan of Merger"), by and among Silver Screen Studios, Inc. (as successor

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to the Registrant), GPMT and SSSG Acquisition Corp., a Georgia corporation and a wholly owned subsidiary of Registrant ("Merger Sub"). The Plan of Merger provided for the merger (the "Merger") of Merger Sub with and into GPMT, with GPMT as the surviving corporation and changing its name to "SSSG Acquisition Corp." Pursuant to Section DGCL 253 and OCGA 14-2-1104 of the Georgia Business Corporation Act shareholder approval was not required for the Merger. As a result of the Merger, SSSG is now a wholly owned subsidiary of the Registrant. The Plan of Merger is being filed as Exhibit 2.1 to GPMT's Current Report on Form 8-K to be filed on August 25, 2003, which is incorporated herein by reference.

By virtue of the Merger, each share of GPMT's outstanding common stock was converted, on a share for share basis, into a share of common stock of the Registrant. As a result, each shareholder of GPMT became the owner of an identical number of shares of common stock of the Registrant. Additionally, each outstanding option to purchase shares of GPMT's common stock was automatically converted into an option to purchase, upon the same terms and conditions, an identical number of shares of the Registrant's common stock.

Pursuant to 3(a)(9) of the 1933 Securities and Exchange Act, and Rule 145 the conversion of shares are exempt from registration.

The conversion of shares of capital stock in the Merger occurred without an exchange of certificates. Accordingly, certificates formerly representing shares of outstanding capital stock of GPMT are deemed to represent the same number of shares of capital stock in the Registrant. The Registrant's common stock will be listed under the Registrant's name on The OTC Bulletin Board Stock Market under the symbol "GPMT", until a new symbol is

assigned.

Pursuant to the DGCL 253 and OCGA 14-2-1104 , the provisions of the articles of incorporation and bylaws of the Registrant are consistent with those of GPMT prior to the Merger. The authorized capital stock of the Registrant, the designations, rights, powers and preferences of such capital stock and the qualifications, limitations and restrictions thereof are also consistent with those of GPMT's capital stock immediately prior to the Merger. The directors and executive officers of Registrant are the same individuals who were directors and executive officers, respectively, of GPMT immediately prior to the Merger. The holding company reorganization is tax free to shareholders. The articles of incorporation and bylaws of the Registrant will be filed herewith as Exhibits 3.1 and 3.2 to this Form 8-K. In connection with the Merger, GPMT assigned to Registrant all of GPMT's rights, and Registrant assumed all of GPMT's assets, The Registrant is not also assuming GPMT's obligations under certain existing unsecured convertible notes of GPMT. The unsecured convertible notes are and will remain the obligation of GPMT, and pursuant to Rule 414 of Regulation C, whose liability will be indirectly owned by SSS. Such unsecured notes are listed in the Plan of Merger filed as Exhibit 2.1 to GPMT's Current Report on Form 8-K filed on August 25, 2003 and incorporated herein by reference.

Upon consummation of the Merger, the Registrant's common stock was deemed to be registered under Section 12(g) of the Securities Exchange Act of 1934, as amended, pursuant to Rule 12g-3(a) promulgated thereunder. For purposes of Rule 12g-3(a), the Registrant is the successor issuer to GPMT.

Whereas the merger shall have an effective date of August 22, 2003, at 5:00 p.m. and upon the filing of the articles of merger with the secretary of state of Georgia.

/s/ Lamar Sinkfield

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Lamar Sinkfield

/s/ Lamar Sinkfield

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Group Management Corp.

/s/ Lamar Sinkfield

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SSSG Acquisition Corp.

/s/ Lamar Sinkfield

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Silver Screen Studio, Inc.

SIGNATURE

Pursuant to the requirements of the Securities  
Exchange Act of 1934, the registrant has caused this report  
to be signed by the Chief Executive Officer.

Silver Screen Studios, Inc.

/s/ Lamar Sinkfield

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Lamar Sinkfield, Chief Executive Officer  
Exhibit 2.1

Alpha Capital Aktiengesellschaft

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