

CLEARANT INC
Form 8-K
June 01, 2007

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):

June 1, 2007

Clearant, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-50309

(Commission
File Number)

912190195

(I.R.S. Employer
Identification No.)

11111 Santa Monica Blvd., Suite 650, Los
Angeles, California

(Address of principal executive offices)

90025

(Zip Code)

Registrant's telephone number, including area code:

(310) 479-4570

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:

- 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.

On June 1, 2007, our board of directors approved an Amendment to Stock Purchase Agreement negotiated by the board's special committee with the investors in our April 3, 2007 private placement. The amendment releases us from liability to the investors for our failures to timely file periodic reports or a registration statement, and from any alleged misrepresentations in connection with the placement. It provides the investors with full ratchet antidilution protection for subsequent sales of common stock at a price lower than paid by the investors. A form of the amendment we are entering into with the investors is attached as Exhibit 10.1 hereto and incorporated herein by reference.

Unless otherwise required by law, we disclaim any obligation to release publicly any updates or changes in our expectations or any change in events, conditions, or circumstances on which any forward-looking statements are based.

Item 9.01 Financial Statements and Exhibits.

Exh. 10.1 Form of Amendment to Stock Purchase Agreement

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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.

Clearant, Inc.

June 1, 2007

By: Jon M. Garfield

Name: Jon M. Garfield

Title: Chief Executive Officer

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Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Amendment to Stock Purchase Agreement