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COGNITRONICS CORP
Form 8-K
November 01, 2005

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: October 28, 2005
(Date of earliest event reported)

COGNITRONICS CORPORATION
(Exact name of registrant as specified in its charter)

New York (State of Incorporation)	1-8496 (Commission File Number)	13-1953544 (IRS employer Identification No.)
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3 Corporate Drive, Danbury, CT (Address of principal executive offices)	06810 (Zip Code)
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203 830-3400
(Registrant's telephone number)

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 October 28, 2005, the Company, TN Acquisition Corporation, a New York corporation and a wholly owned subsidiary of the Company ("Merger Sub") ThinkEngine Networks, Inc., a Delaware corporation ("ThinkEngine") and ThinkEngine's Principal Securityholders entered into an Agreement and Plan of Merger (the "Merger Agreement"). Under the Merger Agreement, Merger Sub will be merged with and into ThinkEngine, with ThinkEngine continuing as the surviving corporation and a wholly owned subsidiary of the Company. The Merger Agreement has been unanimously approved by the Company's board of directors. The transaction contemplated by the Merger Agreement is subject to customary closing conditions.

In connection with the merger, the Principal Securityholders of ThinkEngine will receive approximately 1,149,705 shares of the Company's common stock, par value \$0.20 per share, \$1,250,000 in cash and a note in the principal amount of \$300,000 aggregating, approximately \$4.7 million.

The foregoing description of the Merger Agreement is not a Complete description of the agreement and is qualified in its entirety by reference to the Merger Agreement, which is filed as Exhibit 2.1 hereto and is incorporated herein by reference.

Item 8.01. Other Events

On October 28, 2005, the Company issued a press release announcing the Merger Agreement, which is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(c) Exhibits

The following exhibits are furnished as part of this report on Form 8K:

2.1* Agreement and Plan of Merger, dated as of October 28, 2005, among Cognitronics Corporation, TN Acquisition Corporation, ThinkEngine Networks, Inc. and its Principal Securityholders.

99.1 Press release dated October 28, 2005

* Exhibits and schedules to the Agreement and Plan of Merger (Form of Note, Form of Escrow Agreement, Form of Registration Rights Agreement, Form of Employment Agreement, Schedule 1.2(b) Allocation of Merger Consideration and Schedule 4.1 Available Employees) have been omitted pursuant to Item 601(b)(2) of Regulation S-K. The Company will furnish supplementally a copy of any omitted exhibit, schedule or similar attachment to the Commission upon request.

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.

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Cognitronics Corporation
REGISTRANT

by: /s/ Garrett Sullivan

Garrett Sullivan, Treasurer
And Chief Financial Officer

INDEX TO EXHIBITS

Exhibit Description.

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- 99.1 99.1 Press release dated October 28, 2005