

MICROFLUIDICS INTERNATIONAL CORP  
Form 8-K  
May 14, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

FORM 8-K

CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

May 4, 2009  
Date of Report (date of earliest event reported)

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

Commission file number 0-11625

DELAWARE  
(State or Other Jurisdiction of  
Incorporation or Organization)

04-2793022  
(I.R.S. Employer  
Identification No.)

30 Ossippe Road, Newton, MA  
(Address of Principal Executive  
Offices)

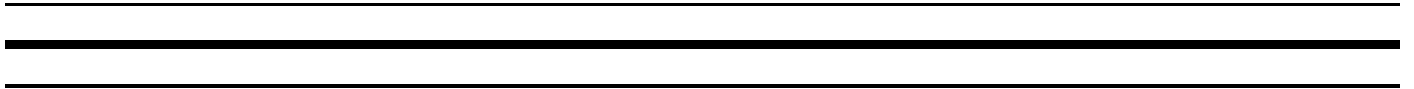
02464  
(Zip Code)

(617) 969-5452  
(Registrant's Telephone No., including Area Code)

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))
- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Section 1 – Registrant’s Business and Operations

Item 1.01. Entry into a Material Definitive Agreement.

On May 4, 2009, Microfluidics International Corporation, a Delaware corporation (the “Company”), and Global Strategic Partners, LLC (the “Investor”) entered into Amendment No. 2 (the “Amendment”) to that certain Debenture and Warrant Purchase Agreement dated as of November 14, 2008 (the “Debenture”). Pursuant to the Amendment, the Company and Investor agreed to defer the interest payments due and payable on each of July 1, 2009, October 1, 2009 and January 4, 2010 (the “Deferred Payments”). The Deferred Payments will accrue interest at nine percent per annum and will be payable in eight equal quarterly installments on the first day of such quarter beginning on April 1, 2010.

There were no other material amendments to the Debenture.

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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, thereunto duly authorized.

MICROFLUIDICS INTERNATIONAL CORPORATION  
(Registrant)

May 14, 2009

By: /s/ Peter Byczko

Peter Byczko

Vice President of Finance, Chief Accounting Officer