

Edgar Filing: ONE VOICE TECHNOLOGIES INC - Form 8-K

ONE VOICE TECHNOLOGIES INC  
Form 8-K  
December 29, 2004

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): DECEMBER 23, 2004

ONE VOICE TECHNOLOGIES, INC.  
-----

(Exact name of registrant as specified in its charter)

Nevada	0-27589	95-4714338
-----	-----	-----
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

6333 Greenwich Drive, Suite 240, San Diego, CA 92122  
-----

(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code (858) 552-4466

Copies to:  
Darrin M. Ocasio, Esq.  
Sichenzia Ross Friedman Ference LLP  
1065 Avenue of the Americas  
New York, New York 10018  
Phone: (212) 930-9700  
Fax: (212) 930-9725

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))

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

## Edgar Filing: ONE VOICE TECHNOLOGIES INC - Form 8-K

### ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On December 23, 2004, we held our second closing pursuant to a Subscription Agreement with Alpha Capital Aktiengesellschaft, Stonestreet Limited Partnership, Ellis International Ltd., and Momona Capital Corp. (the "Investors") dated October 28, 2004 pursuant to which the Investors purchased an aggregate principal amount of \$1,490,000 in 7% convertible promissory notes, and 100 Class A and Class B share purchase warrants for each 100 shares which would be issued on each closing date assuming full conversion of the convertible notes issued on each such closing date. The aforementioned securities were issued to the Investors by us pursuant to Rule 506 of Regulation D as promulgated under the Securities Act of 1933, as amended (the "Act"), and/or Section 4(2) of the Act.

\$596,000 of the purchase price was paid to us by the Investors on the initial closing date of October 28, 2004 and \$894,000 of the purchase price was paid to us pursuant to the second closing on December 23, 2004.

The convertible notes bear simple interest at 7% per annum payable upon each conversion, January 1, 2005 and semi-annually thereafter and mature 3 years after the date of issuance.

Each Investor shall have the right to convert the convertible notes after the date of issuance and at any time, until paid in full, at the election of the Investor into fully paid and nonassessable shares of our common stock. The conversion price per share shall be the lower of (i) \$.074 or (ii) 80% of the average of the three lowest closing bid prices for our common stock for the 30 trading days prior to, but not including, the conversion date as reported by Bloomberg, L.P. on any principal market or exchange where our common stock is listed or traded. The conversion price is adjustable in the event of any stock split or reverse stock split, stock dividend, reclassification of common stock, recapitalization, merger or consolidation. In addition, the conversion price of the convertible notes will be adjusted in the event that we spin off or otherwise divest ourselves of a material part of our business or operations or dispose all or a portion of our assets.

We issued Class A warrants to purchase an aggregate of 22,203,622 shares of common stock and Class B warrants to purchase an aggregate of 22,203,622 shares of common stock to the Investors, representing 100 Class A and Class B warrants issued for each 100 shares which would be issued on the second closing date assuming full conversion of the convertible notes issued on each such closing date. The warrants are exercisable until five years from the second closing date at an exercise price of \$0.07 per share. The exercise price of the warrants will be adjusted in the event of any stock split or reverse stock split, stock dividend, reclassification of common stock, recapitalization, merger or consolidation. In addition, the exercise price of the warrants will be adjusted in the event that we spin off or otherwise divest ourselves of a material part of our business or operations or dispose all or a portion of our assets.

### ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION.

See Item 1.01 above.

### ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.

See Item 1.01 above.

## Edgar Filing: ONE VOICE TECHNOLOGIES INC - Form 8-K

### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

#### (a) FINANCIAL STATEMENTS OF BUSINESS ACQUIRED.

Not applicable.

#### (b) PRO FORMA FINANCIAL INFORMATION.

Not applicable.

#### (c) EXHIBITS.

EXHIBIT NUMBER	DESCRIPTION
4.1	Subscription Agreement, dated October 28, 2004, by and among One Voice Technologies, Inc., Alpha Capital Aktiengesellschaft, Stonestreet Limited Partnership, Ellis International Ltd., and Momona Capital Corp. (incorporated by reference to Form 8-K filed on November 10, 2004).
4.2	Fund Escrow Agreement, dated October 28, 2004, by and among One Voice Technologies, Inc., Alpha Capital Aktiengesellschaft, Stonestreet Limited Partnership, Ellis International Ltd., Momona Capital Corp., and Grushko & Mittman, P.C. (incorporated by reference to Form 8-K filed on November 10, 2004).
4.3	Form of Convertible Note issued to Alpha Capital Aktiengesellschaft, Stonestreet Limited Partnership, Ellis International Ltd., and Momona Capital Corp. (incorporated by reference to Form 8-K filed on November 10, 2004).
4.4	Form of Class A Share Purchase Warrant issued to Alpha Capital Aktiengesellschaft, Stonestreet Limited Partnership, Ellis International Ltd., and Momona Capital Corp. (incorporated by reference to Form 8-K filed on November 10, 2004).
4.5	Form of Class B Share Purchase Warrant issued to Alpha Capital Aktiengesellschaft, Stonestreet Limited Partnership, Ellis International Ltd., and Momona Capital Corp. (incorporated by reference to Form 8-K filed on November 10, 2004).

### 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.

ONE VOICE TECHNOLOGIES, INC.

Date: December 29, 2004

/s/ Dean Weber

-----  
Dean Weber  
President and CEO

