

APPLIED ENERGETICS, INC.  
Form 8-K  
November 04, 2008

**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**

Date of report (Date of earliest event reported)      November 3, 2008

APPLIED ENERGETICS, INC.

---

(Exact Name of Registrant as Specified in Its Charter)

Delaware

---

(State or Other Jurisdiction of Incorporation)

001-14015  
(Commission File Number)

77-0262908  
(IRS Employer Identification No.)

3716 East Columbia, Tucson, Arizona  
(Address of Principal Executive Offices)

85714  
(Zip Code)

(520) 628-7415

---

(Registrant's Telephone Number, Including Area Code)

(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 (*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))



**Item 3.02. Unregistered Sales of Equity Securities.**

From November 3, 2008 to November 4, 2008, the Registrant entered into agreements with six stockholders to issue an aggregate of 5,051,000 shares of its common stock in exchange for the return for cancellation of 505,100 of its Series A Redeemable Convertible Preferred Stock (the "Exchange"). The shares of Common Stock issued in the Exchange were issued pursuant to an exemption from registration under the Securities Act of 1933 (the "Act") provided by Section 3(a)(a) promulgated under the Act.

---

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.

APPLIED ENERGETICS, INC.  
(Registrant)

By: /s/ Kenneth M. Wallace

---

Kenneth M. Wallace  
Chief Financial Officer

Date: November 4, 2008