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IMMTECH INTERNATIONAL INC
Form 8-K
February 14, 2002

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): February 14, 2002

IMMTECH INTERNATIONAL, INC.
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

| | | |
|--|----------------------------------|---|
| Delaware (STATE OR OTHER JURISDICTION OF INCORPORATION) | 8733 (COMMISSION FILE NUMBER) | 39-1523370 (I.R.S. EMPLOYER IDENTIFICATION NO.) |
|--|----------------------------------|---|

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|--|---------------------|
| 150 Fairway Drive, Suite 150, Vernon Hills, Illinois (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) | 60061 (ZIP CODE) |
|--|---------------------|

Registrant's telephone number, including area code: (847) 573-0033

Not Applicable
(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

Item 5. Other Events.

(A) Consummation of Private Placements

On February 14, 2002, Immtech International, Inc. ("Immtech") issued an aggregate of 154,700 shares of its Series A Convertible Preferred Stock ("Series A Preferred Stock") and 386,750 related Warrants in private placements to certain accredited and non-United States investors in reliance on Regulation D and Regulation S, respectively, under the Securities Act of 1933 ("Securities Act"), as amended. The gross proceeds of the offering are \$3,867,500. The Series A Preferred Stock is subject to the terms and conditions of the Certificate of Designation attached hereto as Exhibit 4.1. The Warrants are subject to the terms and conditions of the Form of Stock Purchase Warrant attached hereto as Exhibit 10.3. The securities were sold pursuant to exemptions from registration under the Securities Act and have not been registered under the Securities Act. They may not be offered, sold, pledged or otherwise transferred by the purchasers in the absence of registration or an applicable exemption therefrom. Pursuant to the terms of the Certificate of Designation, the Company has agreed to prepare and file with the Securities and Exchange Commission a registration statement on Form S-3 covering the resale of the shares of Common Stock issuable

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pursuant to the terms of the Series A Preferred Stock and related Warrants. The terms of the private placements are more fully set forth in the Forms of Regulation D Subscription Agreement and Regulation S Subscription Agreement attached hereto as Exhibits 10.1 and 10.2, respectively.

Item 7. Financial Statements, Pro Forma Financial Information, and Exhibits.

(c) The following exhibits are filed with this report:

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|---|
| 4.1 | Certificate of Designation |
| 10.1 | Form of Regulation D Subscription Agreement |
| 10.2 | Form of Regulation S Subscription Agreement |
| 10.3 | Form of Stock Purchase Warrant |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

IMMTECH INTERNATIONAL, INC.

By: /s/ T. Stephen Thompson

Name: T. Stephen Thompson
Title: Chief Executive Officer and
President

Dated: February 14, 2002