

FINDEX COM INC
Form 8-K
April 14, 2011

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A

CURRENT REPORT

Pursuant To Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 8, 2011

FINDEX.COM, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|-----------------------------------|
| Nevada | 000-29963 | 88-0378462 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|------------|
| 4437 South 134th Street, Omaha, Nebraska | 68137 |
| (Address of principal executive offices) | (Zip Code) |

| | |
|---|-------------------|
| Registrant's telephone number, including area code: | (402) 333-1900 |
|---|-------------------|

Not Applicable
(Former name or former address, if changed since last report)

Edgar Filing: FINDEX COM INC - Form 8-K

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))
-

Section 3 – Securities and Trading Markets.

Item 3.02 Unregistered Sales of Equity Securities.

On April 8, 2011, and pursuant to our bylaws, our board of directors authorized the issuance of the following restricted share compensation awards:

| Date of Sale | Class of Security Sold | Purchaser Category | Number of Shares Sold | Purchase Price (1) |
|--------------|------------------------|-----------------------|-----------------------|--------------------|
| 4/8/2011 | Common Stock | Outside Directors (2) | 1,812,085 | \$ 7,248 |

(1) Calculated on the basis of the quoted public trading price of the security according to www.nasdaq.com at the market close on the date of sale.

(2) Shares were issued as compensation awards in lieu of cash for services rendered from July 1, 2010 through December 31, 2010. These services were previously valued at \$30,000; however, the board of directors agreed that the difference between the value of the restricted shares of common stock and their services, which totals \$22,752, would be recorded as contributed capital.

For these unregistered sales, we relied on the private offering exemption of Section 4(2) of the Securities Act and/or the private offering safe harbor provision of Rule 506 of Regulation D promulgated thereunder based on the following factors: (i) the number of offerees or purchasers, as applicable, (ii) the absence of general solicitation, (iii) representations obtained from the acquirors relative to their accreditation and/or sophistication (or from offeree or purchaser representatives, as applicable) and/or their relationship to the company (directors and officers), (iv) the provision of appropriate disclosure, and (v) the placement of restrictive legends on the certificates reflecting the securities coupled with investment representations obtained from the acquirors.

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.

FINDEX.COM, INC.

Dated: April 14, 2011 By: /s/ Steven Malone
 Steven Malone
 President & Chief
 Executive Officer

