

EBIX INC
Form 8-K/A
July 24, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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): May 9, 2006

Ebix, Inc.

(Exact name of registrant as specified in its chapter)

Delaware
(State or other jurisdiction
of incorporation)

0-15946
(Commission
File Number)

77-0021975
(IRS Employer
Identification No.)

1900 East Golf Road, Schaumburg, Illinois
(Address of principal executive offices)

60173
(Zip Code)

Registrant's telephone number, including area code **(847) 789-3047**

(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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o 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))
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Explanatory Note

On May 12, 2006, Ebix, Inc. (the Company) filed a current report on Form 8-K (the Original Filing) in connection with the completion of the acquisition of substantially all of the operating assets of Infinity Systems Consulting, Inc. (Infinity). The Company is amending the Original Filing to include the Asset Purchase Agreement, dated May 9, 2006, by and among Ebix Inc., Infinity Systems Consulting, Inc., and the Shareholders of Infinity Systems Consulting, Inc as well as the Financial Information required by Items 9.01(a) and 9.01(b).

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The appropriate financial statements of Infinity Systems Consulting, Inc. are filed herewith as Annex A.

(b) Pro Forma Financial Information.

The appropriate pro forma financial information of the Company is filed herewith as Annex B.

(d) Exhibits.

Exhibit No. Exhibit

- 2.1 Asset Purchase Agreement, dated May 9, 2006, by and among Ebix Inc., Infinity Systems Consulting, Inc., and the Shareholders of Infinity Systems Consulting, Inc. *
- 23 Consent of Penan & Scott, P.C., Chartered Accountants.

* The Company agrees to furnish supplementally to the SEC, upon request, a copy of any omitted schedule or exhibit.

FINANCIAL STATEMENTS

**INFINITY SYSTEMS CONSULTING, INC.
FINANCIAL STATEMENTS AND
INDEPENDENT ACCOUNTANTS REPORT**

DECEMBER 31, 2005 AND 2004

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INDEPENDENT ACCOUNTANTS REPORT

Infinity Systems Consulting, Inc.
Reston, Virginia

We have audited the accompanying balance sheets of Infinity Systems Consulting, Inc. (ISC) as of December 31, 2005 and 2004, and the related statements of income, changes in stockholders' (deficit) equity and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audits in accordance with U.S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Infinity Systems Consulting, Inc. at December 31, 2005 and 2004, and the results of its operations and its cash flows for the years then ended in conformity with U.S. generally accepted accounting principles.

/s/ Penan & Scott, P.C.

Rockville, Maryland
July 10, 2006

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**INFINITY SYSTEMS CONSULTING, INC.
BALANCE SHEETS**

DECEMBER 31, 2005 AND 2004

ASSETS

	2005	2004
CURRENT ASSETS		
Cash	\$ 120,575	\$ 109,929
Accounts Receivable Net	682,049	445,400
Other Receivables	11,525	
Prepaid Expenses	132,417	70,510
Total Current Assets	946,566	625,839
PROPERTY AND EQUIPMENT, at Cost,		
Net of Accumulated Depreciation	104,327	137,217
OTHER ASSETS		
Deposits	18,977	18,672
Total Other Assets	18,977	18,672
TOTAL ASSETS	\$ 1,069,870	\$ 781,728

The accompanying notes are an integral part of these statements.

**INFINITY SYSTEMS CONSULTING, INC.
BALANCE SHEETS
DECEMBER 31, 2005 AND 2004**

LIABILITIES AND STOCKHOLDERS (DEFICIT) EQUITY

	2005	2004
CURRENT LIABILITIES		
Accounts Payable	\$ 17,198	\$ 15,591
Accrued Expenses	293,865	371,341
Billings in Excess of Costs and Estimated Earnings on Uncompleted Contracts	884,114	197,497
Total Current Liabilities	1,195,177	584,429
LONG TERM LIABILITIES		
Deferred Rent	120,651	126,990
TOTAL LIABILITIES	1,315,828	711,419
STOCKHOLDERS EQUITY		
Common Stock \$0.01 Par Value, 75,000 Shares Authorized, 100 Shares Issued, and Outstanding	1	1
Contributed Capital	396,668	24,268
Subscriptions Receivable	(372,400))
Retained (Deficit) Earnings	(270,227)) 46,040
Total Stockholders (Deficit) Equity	(245,958)) 70,309
TOTAL LIABILITIES AND STOCKHOLDERS (DEFICIT) EQUITY	\$ 1,069,870	\$ 781,728

The accompanying notes are an integral part of these statements.

INFINITY SYSTEMS CONSULTING, INC.
STATEMENTS OF INCOME
FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004

	2005	2004
REVENUE		
Commercial Contracts	\$ 4,951,144	\$ 5,354,274
Total Revenue	4,951,144	5,354,274
DIRECT COSTS	833,733	874,024
GROSS PROFIT	4,117,411	4,480,250
OVERHEAD AND GENERAL AND ADMINISTRATIVE EXPENSES	3,127,457	2,715,283
Income from Operations	989,954	1,764,967
OTHER INCOME		
Interest Income	11,476	
Total Other Income	11,476	
Net Income from Operations before Provision for Income Taxes	1,001,430	1,764,967
PROVISION FOR INCOME TAXES		
Income Tax Expense Current	(17,697)	(31,699)
Total Income Tax Expense	(17,697)	(31,699)
NET INCOME	\$ 983,733	\$ 1,733,268

The accompanying notes are an integral part of these statements.

**INFINITY SYSTEMS CONSULTING, INC.
STATEMENT OF CHANGES IN STOCKHOLDERS (DEFICIT) EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2005 AND 2004**

	Common Stock	Additional Paid-in Capital	Subscription Receivable	Retained Earnings (Deficit)	Total
Balances, December 31, 2003	\$ 1	\$ 24,268	\$	\$ 911,772	\$ 936,041
Net income				1,733,268	1,733,268