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IMMTECH INTERNATIONAL INC

Form 8-K

June 10, 2003

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): June 10, 2003

IMMTECH INTERNATIONAL, INC.

(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

Delaware 8733 39-1523370

(STATE OR OTHER (COMMISSION FILE NUMBER) (I.R.S. EMPLOYER
JURISDICTION OF (INCORPORATION) IDENTIFICATION NO.)

150 Fairway Drive, Suite 150, Vernon Hills, Illinois 60061

(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES) (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.

Consummation of Private Placements

On June 6, 2003, Immtech International, Inc. (the "Company") filed a Certificate of Designation with the Secretary of State of the State of Delaware designating 160,000 of its preferred stock as Series C Convertible Preferred Stock ("Series C Stock") and on June 6, 2003 through June 10, 2003, the Company issued an aggregate of 117,152 shares of its Series C Stock 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, as amended ("Securities Act"). To date, the gross proceeds of the offering are \$2,928,800. The Series C Preferred Stock is subject to the terms and conditions of the Certificate of Designation attached hereto as Exhibit 4.1. 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

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registration or an applicable exemption therefrom. Pursuant to the terms of the Series C Convertible Preferred Stock Regulation D Subscription Agreement ("Regulation D Subscription Agreement") and the Series C Convertible Preferred Stock Regulation S Subscription Agreement ("Regulation S Subscription Agreement"), 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 the Company's common stock issuable upon conversion of the Series C Stock. 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.

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

EXHIBIT NUMBER	DESCRIPTION
4.1	Certificate of Designation Series C Convertible Preferred Stock
10.1	Form of Series C Convertible Preferred Stock Regulation D Subscription Agreement
10.2	Form of Series C Convertible Preferred Stock Regulation S Subscription Agreement

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: June 10, 2003