

Edgar Filing: YSEEK INC - Form 8-K

YSEEK INC  
Form 8-K  
September 16, 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): September 11, 2002

YSEEK, INC.

(Exact name of registrant as specified in its charter)

Florida	000-25097	65-078-3722
(State or other jurisdiction incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7732 N. Mobley Road, Odessa, FL 33556  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code  
(813) 926-3298

(Former name or former address, if changed since last report.)  
412 E. Madison, Suite 1000, Tampa, Florida 33602

Item 1: Changes in Control of Registrant and Item 6: Resignations of  
Registrant's Directors.

Item 1. On September 10, 2002, Registrant executed a convertible promissory note in the amount of \$53,439.05 to 2D&H, Inc., a corporation controlled by David G. Marshlack and Charles Bruce Hammil, and paid \$80,000 to David G. Marshlack, Dan Marshlack, the father of David G. Marshlack, and Charles Bruce Hammil, in repayment in full for loans made to the Registrant. The promissory note bears interest at the rate of 6.5% per annum and is repayable on or before November 10, 2002. The promissory note is convertible at the option of the holder prior to payment at a conversion ratio of \$.015 per share or at a price equal to the average of the closing offer price of the five trading days prior to holder's delivery of notification of conversion. The promissory note is guaranteed by Rachel L. Steele and David Weintraub. Repayment of the loans to was financed by the sale of 5,333,333 restricted common shares in a private placement for a total consideration of \$80,000.00.

In connection with repayment of the loans, NeuTelligent, Inc. and Voice Media, Inc. each transferred 2,860,000 of Registrant's common shares to Registrant. Additionally, the parties agreed to terminate the Traffic Promotion Agreements and the Consulting/Option Agreements previously entered into with NeuTelligent, Inc. f/k/a CandidHosting.com, Inc. and Voice Media, Inc.

On September 10, 2002, the Board of Directors elected the following persons to serve on the Board of Directors until the next Annual Meeting of Shareholders: David Weintraub, Glen Ostroski, Rachel Steele, and Tanya Ostroski.

On September 10, 2002, the following persons were elected to hold the following

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offices: David Weintraub, Chief Executive Officer; Glen Ostroski, President; Rachel Steele, Vice President; and Tanya Ostroski, Treasurer. On September 11, 2002, the following directors resigned: Mark R. Dolan, David G. Marshlack, Charles Bruce Hammil, Paul Runyon, Ronald M. Levi.

Item 6. On September 11, 2002, the following directors resigned: Mark R. Dolan, David G. Marshlack, Charles Bruce Hammil, Paul Runyon, Ronald M. Levi.

### 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.

YSEEK, INC.  
(Registrant)

Dated: September 16, 2002

\_\_\_\_\_/s/DAVID WEINTRAUB\_\_\_\_\_  
DAVID WEINTRAUB,  
Chief Executive Officer

### EXHIBITS

- (1) Underwriting agreement
- (2) Plan of acquisition, reorganization, arrangement, liquidation or succession.
- (3) (i) Articles of Incorporation
  - (ii) Bylaws
- (4) Instruments defining the rights of holders, incl. Indentures
- (16) Letter on changes in certifying accountant
- (17) Letter on director resignator
- (20) Other documents or statements to security holders
- (23) Consents of experts and counsel
- (24) Power of attorney
- (27) Financial Data Schedule
- (99) Additional Exhibits
  - 99.1 Promissory Note to 2D&H, Inc.
  - 99.2 Guaranty Agreement
  - 99.3 Termination Agreement Reformation Agreement with NeuTelligent, Inc., f/k/a CandidHosting.com, Inc.
  - 99.4 Termination Agreement Reformation Agreement with Voice Media, Inc.

