

CRDENTIA CORP
Form 425
February 08, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 8, 2007**

CRDENTIA CORP.

(Exact name of registrant as specified in its charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-31152

(Commission
File Number)

76-0585701

(I.R.S. Employer
Identification Number)

5001 LBJ Freeway, Suite 850

Dallas, Texas

(Address of Principal Executive Offices)

75244

(Zip Code)

(972) 850-0780

(Registrant's telephone number, including area code)

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(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):

- ☒ 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))
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Item 1.01 Entry into a Material Definitive Agreement.

On February 7, 2007, Crdentia Corp. (the "Company") entered into and completed a second closing on a Securities Purchase Agreement and Registration Rights Agreement with certain investors for the private placement of 2,049,999 shares at a price of \$0.60 per share, for aggregate proceeds of \$1,230,000. The Securities Purchase Agreement allows for multiple closings through February 24, 2007, up to a total of 4,166,667 shares. As previously reported on the Company's Form 8-K filed on January 29, 2007, the Company completed the initial closing on January 25, 2007. The shares have been and will be issued in a private placement transaction pursuant to Section 4(2) of the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder. Pursuant to the terms of the Registration Rights Agreement, the Company has agreed to cause a resale registration statement covering the shares to be filed within 30 days after the final closing date.

C. Fred Toney, a member of our board of directors, individually invested \$980,000 in the second closing of the private placement for 1,633,333 shares of our common stock. Mr. Toney abstained from our board of directors' vote in favor of the private placement.

The foregoing descriptions of the transaction documents do not purport to be complete and are qualified in their entirety by the Securities Purchase Agreement and the Registration Rights Agreement filed as Exhibit 10.1 and Exhibit 10.2, respectively, to the Company's Current Report on Form 8-K filed on January 29, 2007, and which are incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities

The information set forth under Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 3.02.

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 hereunto duly authorized.

CRDENTIA CORP.

February 8, 2007

By: /s/ James J. TerBeest
James J. TerBeest
Chief Financial Officer