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SIMTEK CORP
Form 8-K
March 23, 2001

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

Current Report Pursuant to Section 13 or 15 (d) of
The Securities Act of 1934

Date of Report (Date of earliest event reported) March 22, 2001

SIMTEK CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------------------|--|
| Colorado | 0-19027 | 84-1057605 |
| ----- (State or other jurisdiction of incorporation) | ----- (Commission File Number) | ----- (I.R.S. Employer Identification No.) |

| | |
|--|-------------------|
| 1465 Kelly Johnson Boulevard Colorado Springs, Colorado | 80920 |
| ----- (Address of principal executive offices) | ----- Zip Code |

Registrant's telephone, including area code: (719) 531-9444

Not applicable

Former name or former address, if changed since last report

Item 2: Acquisition or disposition of assets

On March 13, 2001 Q-DOT Group, Inc. ("Q-DOT") merged with and into the Company. The Company issued 5,171,731 shares of its common stock to the stockholders of Q-DOT. The purchase price was based upon the average of the session ending per share market price of the Company's common stock for the 20 trading days immediately before the closing date. Such average price was \$0.7734 per share. Through its wholly-owned subsidiary, Q-DOT, Inc. ("QI"), Q-DOT specialized in advanced technology research and development for data

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acquisition, signal processing, imaging and data communications. QI's projects have been supported by conventional government and commercial contracts in addition to Small Business Innovation Research (SBIR) contracts. QI will be operated as a wholly-owned subsidiary of the Company for its government contract research and development operations. Douglas Mitchell, the President, Chief Executive Officer and a director of the Company owned 2,513 shares of Q-DOT common stock (entitling him to 44,386 shares of Simtek common stock pursuant to the merger) and served as a member of Q-DOT's board of directors. Mr. Mitchell abstained from the vote of our board of directors with respect to the approval of the merger.

Item 7: Financial statements, proforma financial information and exhibits

- a) Financial Statements - The financial statements of Q-Dot will be filed by amendment.
- b) Proforma financial information - The proforma financial information will be filed by amendment.
- c) 10.1 - Agreement and Plan of Merger among Simtek Corporation, and Q-DOT Group, Inc. and Q-DOT, Inc.

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 and hereunto duly authorized.

SIMTEK CORPORATION

March 22, 2001

By: /s/Douglas Mitchell

DOUGLAS MITCHELL
Chief Executive Officer
President and Chief Financial
Officer (acting)