

SimplePons, Inc.  
Form 8-K  
February 21, 2012

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 15, 2012

SIMPLEPONS, INC.

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(Exact name of registrant as specified in its charter)

Delaware 000-21134 04-2893483  
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

220 Congress Park Drive, Suite 304, Delray Beach, FL 33445  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code (561) 330-3500

not applicable

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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))

**Item 1.01 Entry into a Material Definitive Agreement.**

On February 15, 2012 SimplePons, Inc. engaged Felix Investments, LLC to serve as our exclusive financial advisor. Under the terms of the one year agreement, Felix will provide us with financial advisory and investment banking services for an annual fee of \$60,000. We have agreed to reimburse Felix for its expenses incurred in connection with the engagement and to pay it certain additional transactional fees. We have also granted Felix the right to serve as our investment banker for any private or public offering of our securities and in certain other transactions, upon such terms as the parties may mutually agree. The agreement contains customary indemnification provisions.

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.

SIMPLEPONS, INC.

Date: February 21, 2012 By: /s/ Martin Scott  
Martin Scott, Chief Financial Officer