

FINDEX COM INC
Form 8-K
August 13, 2010

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): August 9, 2010

FINDEX.COM, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|-----------------------------------|
| Nevada | 000-29963 | 88-0378462 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

620 North 129th Street, Omaha, Nebraska
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (402) 333-1900

Not Applicable
(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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Section 3 – Securities and Trading Markets.

Item 3.02 Unregistered Sales of Equity Securities.

On August 9, 2010, and pursuant to our bylaws, our board of directors authorized the issuance of the following restricted share compensation awards:

| Date of Sale | Class of Security Sold | Purchaser Category | Number of Shares | Purchase Price (1) |
|--------------|------------------------|--------------------|------------------|--------------------|
| 8/9/2010 | Common Stock | Outside Directors | 3,921,428 | \$ 8,236 (2) |
| 8/9/2010 | Common Stock | Executive Officers | 1,400,000 | \$ 2,940 (3) |
| 8/9/2010 | Common Stock | Employees | 155,000 | \$ 326 (3) |
| 8/9/2010 | Common Stock | Consultant | 2,300,000 | \$ 4,830 (3) |

(1) Calculated on the basis of the quoted public trading price of the security according to www.nasdaq.com at the market close on the date of sale.

(2) Paid for in each case through a combination of (i) services rendered by the corresponding purchaser, which services were valued consistent with past historical compensation practices of the Company, and (ii) the surrender and cancellation of certain unexpired common stock purchase options held by the corresponding purchaser as of the sale date, which options were determined to be equal in value as of such date to the difference between the total purchase price paid by the corresponding purchaser and the value of the portion of such purchase price paid for in the form of services rendered, and which options had been originally issued in consideration for services then previously rendered by the corresponding purchaser.

(3) Paid for in each case through the surrender and cancellation of certain unexpired common stock purchase options or warrants held by the corresponding purchaser, which options/warrants were determined to be of equal value as of the sale date and that had been originally issued in consideration for services then previously rendered by the corresponding purchaser.

For these unregistered sales, we relied on the private offering exemption of Section 4(2) of the Securities Act and/or the private offering safe harbor provision of Rule 506 of Regulation D promulgated thereunder based on the following factors: (i) the number of offerees or purchasers, as applicable, (ii) the absence of general solicitation, (iii) representations obtained from the acquirors relative to their accreditation and/or sophistication (or from offeree or purchaser representatives, as applicable) and/or their relationship to the company (directors and officers), (iv) the provision of appropriate disclosure, and (v) the placement of restrictive legends on the certificates reflecting the securities coupled with investment representations obtained from the acquirors.

SIGNATURE

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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.

Dated: August 13, 2010

FINDEX.COM, INC.

By: /s/ Steven Malone
Steven Malone
President & Chief
Executive Officer
