

ZOOM TECHNOLOGIES INC
Form 10-K/A
June 18, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

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REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2013

or

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TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from: _____ to _____

Commission File Number: **0-18672**

ZOOM TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

51-0448969

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

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Headquarters:

Sanlitun SOHO, Building B, 19th Floor
No.8 Workers Stadium North Road
Chaoyang District, Beijing, China 10027

U.S. Office:

c/o Ellenoff Grossman & Schole LLP
1345 Avenue of Americas
New York, NY 10105
(Address of Principal Executive Office) (Zip Code)

(212) 370-1300

(Registrant's telephone number, including area code)

Securities registered pursuant to section 12(b) of the Act:

| Title of each class | Name of each exchange on which registered |
|--------------------------------|---|
| Common Stock, \$0.01 Par Value | The Nasdaq Stock Market LLC |

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes

No p

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act. Yes

No p

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes

No p

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to rule 405 of the Regulation S-T (232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes

No p

Indicate by a check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements

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incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes

No

The aggregate market value of the common stock, \$0.01 par value, of the registrant held by non-affiliates of the registrant as of June 30, 2013 (computed by reference to the closing price of such stock on The Nasdaq Capital Market on such date) was \$11,831,228.

State the number of shares outstanding of each of the issuer's classes of common equity, as of the latest practicable date: The number of shares of common stock, par value \$0.01, outstanding as of May 20, 2014 is 3,008,569.

EXPLANATORY NOTE

The purpose of this Amendment No. 1 to the Annual Report of Zoom Technologies, Inc. (the "Company") on Form 10-K for the period ended December 31, 2013, filed with the Securities and Exchange Commission on May 23, 2014 (the "Form 10-K"), is:

- (1) to file Exhibit 101 to the Form 10-K in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the consolidated financial statements and related notes from the Form 10-K formatted in XBRL (eXtensible Business Reporting Language) and
- (2) to file Exhibits 10.8 and 10.9 to the Form 10-K and to correct ITEM 15 - EXHIBITS for typographical numbering errors in the original Form 10-K.

Other than the aforementioned, no other changes have been made to the Form 10-K. This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-K.

PART IV

ITEM 15 - EXHIBITS AND FINANCIAL STATEMENT SCHEDULES *

- (a) Financial Statements, Schedules and Exhibits:
- (1),(2) The consolidated financial statements and required schedules are indexed on page F- 1.
 - (3) Exhibits required by the Exhibit Table of Item 601 of SEC Regulation S-K. (Exhibit numbers refer to numbers in the Exhibit Table of Item 601.)
 - 2.1 Share Exchange Agreement dated January 28, 2009 (filed as Exhibit 2.1 to the Company's Current Report on Form 8-K on February 3, 2009 and incorporated by reference herein).
 - 2.2 Amendment to Share Exchange Agreement by and among Zoom, ZTI, Gu, Du, Gold Lion and TCB Digital dated May 12, 2009 (filed as Annex A-1 of the Company's Preliminary Proxy Statement on Schedule 14C on May 13, 2009 and incorporated by reference herein).
 - 3.1 Certificate of Incorporation (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on March 4, 2002).
 - 3.2 Certificate of Amendment to Certificate of Incorporation, filed as Exhibit 3.1 to the Company's Current Report on Form 8-K filed on August 12, 2008 and incorporated by reference herein).
 - 3.3 By-Laws of Zoom Technologies, Inc. (filed as Exhibit 3.2 to the Company's Current Report on Form 8- K filed on August 12, 2008 and incorporated by reference herein).
 - 4.1 Form of Series A Warrant (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K on October 21, 2009 and incorporated by reference herein).
 - 4.2 Form of Series B Warrant (filed as Exhibit 10.3 to the Company's Current Report on Form 8-K on October 21, 2009 and incorporated by reference herein).
 - 4.3 Form of Series C Warrant (filed as Exhibit 10.4 to the Company's Current Report on Form 8-K on October 21, 2009 and incorporated by reference herein).
 - 4.4 Form of Series D Warrant (filed as Exhibit 10.5 to the Company's Current Report on Form 8-K on October 21, 2009 and incorporated by reference herein).
 - 4.5 Form of Series E Warrant (filed as Exhibit 10.6 to the Company's Current Report on Form 8-K on October 21, 2009 and incorporated by reference herein).
 - 4.6 Form of Series G Warrant (filed as Exhibit 10.2 to the Company's Current Report on Form 8-K

on November 17, 2010 and incorporated by reference herein).

- 10.1 Securities Purchase Agreement, dated October 15, 2009, between the Company and certain accredited investors (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on October 21, 2009 and incorporated by reference herein).
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- 10.2 Share Exchange Agreement, dated April 28, 2010, by and among the Company and Silver Tech Enterprises Limited, Ever Elite Corporation Ltd., Nollec Wireless Company, Ltd., Key Network Holdings, Ltd. and Better Day Finance, Ltd. (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on April 30, 2010 and incorporated by reference herein).
- 10.3 Securities Purchase Agreement, dated November 15, 2010, between the Company and certain accredited investors (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on November 17, 2010 and incorporated by reference herein).
- 10.4 Securities Purchase Agreement, dated October 12, 2011, between the Company and Portables Unlimited LLC (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on October 18, 2011 and incorporated by reference herein).
- 10.5 Securities Purchase Agreement, dated October 18, 2011, between the Company and Spreadtrum Communications, Inc. (filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the period ended September 31, 2011 on November 15, 2011 and incorporated by reference herein).
- 10.6 Order Approving Stipulation for Settlement of Claim by the Circuit Court of the Eleventh District in Miami-Dade County, Florida (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on November 7, 2011 and incorporated by reference herein).
- 10.7 Share Purchase Agreement, dated December 31, 2012, between the Company and BZCC (filed as Exhibit 10.7 to the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 on April 15, 2013 and incorporated by reference herein),
- 10.8* Share Purchase Agreement Supplemental Agreement, dated December 30, 2012, between the Company and BZCC.
- 10.9* Assignment Agreement, dated December 30, 2013, by and among the Company, BZCC and Tianjin Huatianli Trading Co., Ltd.
- 10.10 Letter of Intent, dated January 13, 2014, by and between Zoom Technologies, Inc. and Tinhon Union Holding Group (filed as Exhibit 10.1 to the Company's Current Report on Form 8-K on January 15, 2014 and incorporated by reference herein).
- 21.1** List of Subsidiaries
- 23.2** Consent of Marcum Bernstein & Pinchuk LLP
- 31.1** CEO Certification, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 31.2** CFO Certification, Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
- 32.1** CEO Certification, Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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32.2** CFO Certification, Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

101.INS* XBRL Instance Document

101.SCH* XBRL Taxonomy Extension Schema

101.CAL* XBRL Taxonomy Calculation Linkbase

101.LAB* XBRL Taxonomy Label Linkbase

101.PRE* XBRL Presentation Linkbase Document

101.DEF* XBRL Definition Linkbase Document

* Filed herewith.

** Previously filed on the Company's Form 10-K filed on May 23, 2014.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) 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.

ZOOM TECHNOLOGIES, INC.

(Registrant)

Date: June 18, 2014

By:

/s/ Lei (Leo) Gu

Lei Gu
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

| Signature | Title | Date |
|----------------------------------|--|---------------|
| /s/ Lei (Leo) Gu Lei Gu | Chief Executive Officer and Chairman | June 18, 2014 |
| /s/ Patrick Wong Patrick Wong | Chief Financial Officer and Director (Principal Financial and Principal Accounting Officer) | June 18, 2014 |

/s/ Augustine Lo Director June 18, 2014
Augustine Lo

_____ Director
Chang Shan

_____ Director
Chin Hung (James) Lo

/s/ Xinyue Jasmine Geffner Director June 18, 2014
Xinyue Jasmine Geffner
