

Edgar Filing: SONEX RESEARCH INC - Form 8-K

SONEX RESEARCH INC
Form 8-K
November 03, 2005

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): November 3, 2005

SONEX RESEARCH, INC.
(Exact name of registrant as specified in Charter)

| | | |
|-----------------|-----------------|---------------------|
| Maryland | 000-14465 | 52-1188993 |
| (State or other | (Commision file | (IRS employer |
| jurisdiction of | number) | identification no.) |
| incorporation) | | |

23 Hudson Street, Annapolis, MD 21401
(Address of principal executive offices)

(410) 266-5556
(Registrant's telephone number, including area code)

N/A
(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 8.01 - OTHER EVENTS

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On November 3, 2005, the Registrant posted the following announcement on its website (www.sonexresearch.com):

NO SETTLEMENT OF INVESTOR LAWSUIT AGAINST SONEX; COMPANY PROCEEDS WITH MOTION TO DISMISS

ANNAPOLIS, MARYLAND, November 3, 2005 - SONEX RESEARCH, INC. (OTC BB: SONX), a leader in the field of combustion technology, announced that court-mandated settlement discussions in an investor lawsuit have ended without a resolution.

The Complaint, filed in February 2005 in the U.S. District Court for the Eastern District of Pennsylvania by Bruce W. Majer of Plymouth Meeting, PA, Allen W. Fortna of Whitehall, PA, and the Hermitage Partnership of Philadelphia, PA, seeks the return of \$175,000 in equity investments made in Sonex during 2004 plus unspecified compensatory and punitive damages. In late March Sonex filed a Motion to Dismiss the Complaint for failure to state a cognizable claim as a matter of law and for lack of jurisdiction over the Company's current officers. Sonex management continues to believe that, aside from failing to meet the legal requirements, most aspects of the claims in the Complaint are without merit.

In late April the Court referred the case to a magistrate judge for mediation, but Sonex now reports that the parties have been unable to resolve the case through mediation. The Company seeks to have its Motion to Dismiss reviewed by the Court.

Subsequent to the filing of the Company's Motion to Dismiss, the United States Supreme Court decided a case, *Dura Pharmaceuticals Inc. v. Broudo*, 125 S. Ct. 1627 (2005). The holding in this case restricts instances in which Plaintiffs can allege or prove loss causation in a securities fraud case. Last week, Sonex filed a supplement to its Motion to Dismiss incorporating the Supreme Court's findings.

The Plaintiffs must file their opposition to the Company's Motion to Dismiss by November 18, 2005.

Contact: George E. Ponticas, CFO, Sonex Research, Inc., tel: 410-266-5556, email: george.ponticas@sonex-na.com, website: www.sonexresearch.com.

About Sonex

Sonex Research, Inc., a leader in the field of combustion technology, is developing its patented Sonex Combustion System (SCS) piston-based technology for in-cylinder control of ignition and combustion, designed to increase fuel mileage and reduce emissions of internal combustion engines. Sonex plans to complete development, commercialize and market its Sonex Controlled Auto Ignition (SCAI) combustion process to the automotive industry to improve fuel efficiency of gasoline powered vehicles. Additionally, independent third-party testing has confirmed the potential of the SCS application for direct-injected diesel engines to significantly reduce harmful soot in-cylinder without increasing fuel consumption. Other SCS designs are being used to convert gasoline engines of various sizes to operate on safer, diesel-type "heavy fuels" for use in military and commercial applications requiring light weight and safe handling and storage of fuel, such as in UAVs (unmanned aerial vehicles).

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

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"Forward-looking" statements contained in this report, as well as all publicly disseminated material about the Company, are made pursuant to the "safe harbor" provisions of the Private Securities Litigation Act. Such statements are based on current expectations, estimates, projections and assumptions by management with respect to matters such as commercial acceptance of the SCS technology, the impact of competition, and the Company's financial condition or results of operations. Readers are cautioned that such statements are not guarantees of future performance and involve risks and uncertainties that could cause actual results to differ materially from those expressed in any such forward-looking statements.

Additional information regarding the risks faced by Sonex is provided in the Company's periodic filings with the Securities and Exchange Commission (SEC) under the heading "Risk Factors". Such filings are available upon request from the Company or online in the SEC's EDGAR database at www.sec.gov. The Company, however, is delinquent in its filings with the SEC. It has not filed its Annual Report on Form 10-KSB for the year ended December 31, 2004 because it lacks the financial resources to engage its independent accountants to conduct an audit of the December 31, 2004 financial statements and because its limited staff has not had time to prepare the Form 10-KSB itself. For the same reasons, the Company has been unable to file its Quarterly Reports on Form 10-QSB for March 31, 2005 and June 30, 2005. The Company is unable to predict when it will be able to make these filings and there can be no assurance that the filings will be made at all.

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.

November 3, 2005

SONEX RESEARCH, INC.
Registrant

/s/ George E. Ponticas

George E. Ponticas
Chief Financial Officer and Secretary