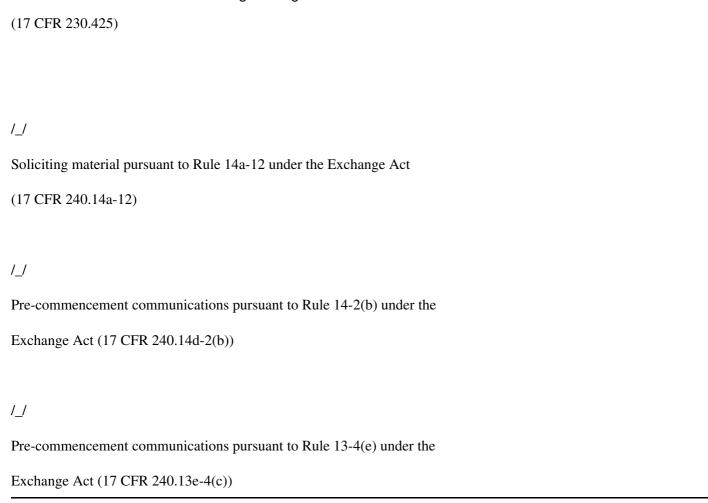
CORDIA CORP
Form 8-K/A
April 07, 2005
<page> 1</page>

SECURITIES AND EXCHANGE COMMISSION			
Washington, D.C. 20549			
Form 8-K/A			
AMENDMENT NO. 2			
CURRENT REPORT			
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934			
April 6, 2005			
(Date of Report: Date of earliest event reported)			
Cordia Corporation			
(Exact name of registrant as specified in its charter)			

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Nevada	33-23473	11-2917728	
	sdiction (Commission	File Number) (IRS Employer ID No.)	
of incorporation)			
		, Orlando, Florida 32804	
	ess of principal execu		
Registrant's telepho	one number, including	g area code: 866-777-7777	
	NA		
(Former name	e or former address, if	changed since last report)	
		Form 8-K filing is intended to simultaneously satisfy the provisions (see General Instruction A.2. below):	he filing obligation o
//			
Written communic	ations pursuant to Rul	le 425 under the Securities Act	

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ITEM 1.01 Entry Into a Material Definitive Agreement

On April 1, 2005, Barron Partners, L.P., a Delaware limited partnership, (Barron) notified Cordia Corporation, a Nevada corporation, (Cordia) of typographical errors contained in Warrant A and Warrant B issued to Barron on March 3, 2005 pursuant to a Preferred Stock Purchase Agreement entered into by the Parties on March 3, 2005.

The purpose of this Amended Form 8-K is to correct the following errors:

Warrant A

The Exercise Price per Share incorrectly read \$2.00 and has been corrected to read \$2.00.

The parties, in their negotiations of the Preferred Stock Purchase Agreement, agreed that the limitation contained in Section 7 Adjustment of Exercise Price and Number of Shares contained in Warrant A would apply only to sub-sections (d) and (e) of that section and that the adjustments recognized in sub-sections (a) (c) would not be subject to the three (3) year limitation or when the aggregate number of common shares underlying the warrant equaled three hundred thousand (300,000) shares or less. The Warrant as previously filed erroneously applied the limitation on all the sub-sections of Section 7. The revised language in Section 7 has been modified to reflect the mutual understanding of the parties.

Warrant B

The price to be paid by the Company should the Company call the warrant as described in Section 8 Call by the Company incorrectly read \$3.00 and has been corrected to read \$6.00.

The parties, in their negotiations of the Preferred Stock Purchase Agreement, agreed that the limitation contained in Section 7 Adjustment of Exercise Price and Number of Shares contained in Warrant A would apply only to sub-sections (d) and (e) of that section and that the adjustments recognized in sub-sections (a) (c) would not be subject to the three (3) year limitation or when the aggregate number of common shares underlying the warrant equaled three hundred thousand (300,000) shares or less. The Warrant as previously filed erroneously applied the limitation on all the sub-sections of Section 7. The revised language in Section 7 has been modified to reflect the

mutual understanding of the parties.

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ITEM 7. EXHIBITS

The following exhibits are included as part of this report:

SEC

Exhibit	Reference				
Number Number		Title of Document	Location		
10.1		A CILIT II	CANA A I		
10.1		Agreement to Clarify the Terms of Warrant A and			
		Warrant B, dated as of April 6, 2005, between			
		Cordia Corporation and Ba	arron Parners, L.P.		
10.2		Common Stock Purchase Warrant A, dated as of			
		March 3, 2005, and correct	ted as of April 6, 2005,		
		issued by Cordia Corporait	ton to Barron Partners, L.P.		
10.3		Common Stock Purchase V	Warrant B, dated as of		
		March 3, 2005, and correct	ted as of April 6, 2005,		
			ton to Barron Partners, L.P.		

SIGNATURES

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Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf

bv	the	unders	igned	hereunder	dulv	authorized.
~ ,						

Cordia Corp.

By: /s/ Patrick Freeman

Date: April 6, 2005 Patrick Freeman, Chief Executive

Officer, Duly Authorized Officer