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**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): September 21, 2009

THE AMACORE GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or other jurisdiction
of incorporation)

0-27889

(Commission File Number)

59-3206480

(IRS Employer
Identification No.)

Maitland Promenade 1, 485 North Keller Road, Suite 450, Maitland,
Florida

(Address of principal executive offices)

32751

(Zip Code)

Registrant's telephone number, including area code: (407) 805-8900

(Former name or former address, if changed since last report)

Copies to:

Darrin M. Ocasio, Esq.
Sichenzia Ross Friedman Ference LLP
61 Broadway, 32nd Floor
New York, New York 10006
Telephone: (212) 930-9700

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))

Forward-Looking Statements

Information contained in this Current Report on Form 8-K of The Amacore Group, Inc., a Delaware corporation (the "Company"), other than historical information, may be considered "forward-looking statements" that are subject to risks and uncertainties. In some cases, you may identify forward-looking statements by words such as "may," "should," "plan," "intend," "potential," "continue," "believe," "expect," "predict," "anticipate" and "estimate," the negative of these words or other comparable words. These statements are only predictions. One should not place undue reliance on these forward-looking statements. The forward-looking statements are qualified by their terms and/or important factors, many of which are outside the Company's control, involve a number of risks, uncertainties and other factors that could cause actual results and events to differ materially from the statements made. The forward-looking statements are based on the Company's beliefs, assumptions and expectations, taking into account information currently available to the Company. These beliefs, assumptions and expectations can change as a result of many possible events or factors, including those events and factors described in "Risk Factors" in the Company's Annual Report on Form 10-K for the year ended December 31, 2008 filed with the SEC on March 31, 2009, not all of which are known to the Company. If a change occurs, the Company's business, financial condition, liquidity and results of operations may vary materially from those expressed in the aforementioned forward-looking statements. The Company will update this forward-looking information only to the extent required under applicable securities laws. Neither the Company nor any other person assumes responsibility for the accuracy or completeness of these forward-looking statements.

Item 1.01. Entry into a Material Definitive Agreement.

On September 21, 2009, the Company entered into an oral agreement with Vicis Capital Master Fund ("Vicis"), its majority stockholder, to sell to Vicis 600 shares of convertible preferred stock (the "Preferred Stock") and a warrant to purchase an aggregate of 67,500,000 shares of the Company's Class A Common Stock, initially at an exercise price of \$0.375 per share (the "Warrant"), for an aggregate purchase price of \$6.0 million. The Company anticipates that when issued, the Preferred Stock will consist of shares of the Company's Series L Preferred Stock or a new series of preferred stock with terms substantially similar to the Series L Preferred Stock. The funds were received from Vicis on September 21, 2009. However, a securities purchase agreement and other related transaction documents (the "Transaction Documents") are in the process of being negotiated with Vicis and, accordingly, have not been executed at this time. The shares of Preferred Stock and Warrant will be issued to Vicis upon the execution of the Transaction Documents.

While the Transaction Documents have not yet been negotiated or executed, it is anticipated that the Transaction Documents will be substantially similar to the transaction documents effective as of June 29, 2009 that were executed in connection with Vicis' last investment in the Company. Further, while the Company anticipates that the Transaction Documents to be executed will reflect the oral agreement discussed above and will be substantially similar to the prior transaction documents, it is possible that the terms of the agreement or the prior transaction documents will be modified in the process of preparing the Transaction Documents and that such modifications may be material.

Item 3.02 Unregistered Sales of Equity Securities.

The information contained in Item 1.01 above is incorporated herein by reference in response to this Item 3.02.

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.

THE AMACORE GROUP, INC.

Date: September 25, 2009

By: /s/ Jay Shafer

Name: Jay Shafer

Title: Chief Executive Officer and Director