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looking statements are reasonable, Registrant cannot guarantee future results, levels of activity, performance or achievements. Except as required by applicable law, including the securities laws of the United States, Registrant does not intend to update any of the forward-looking statements to conform these statements to actual results.

### ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On December 27, 2005, the Company completed a financing agreement for \$300,000 with Montgomery Equity Partners, Ltd. (the "Investor"). Under the terms of the agreement, the Company issued to the Investor a \$300,000 secured convertible debenture with a 15% interest rate and a maturity date of December 27, 2006. The debenture is convertible into shares of the Company's common stock at a conversion price equal to the lesser of (a) \$0.00525 per share or (b) ninety percent of the lowest Closing Bid Price of the common stock during the ten trading days immediately preceding the conversion date, as quoted by Bloomberg, LP. The Company is committed to filing an SB-2 Registration Statement with the SEC within 90 days of funding. There are penalty provisions for the Company should the filing not become effective within 150 days of filing.

Simultaneously with the financing agreement, the Company issued an Amended and Restated Convertible Debenture to the Investor in the amount of \$537,220 to cure the default under the Debenture issued to the Investor on April 5, 2005 in the original amount of \$420,514 for not filing a registration statement by the initial filing deadline (the "Amended Debenture"). The Amended Debenture bears a 15% interest rate and a maturity date of December 27, 2006. The debenture is convertible into shares of the Company's common stock at a conversion price equal to the lesser of (a) \$0.00525 per share or (b) ninety percent of the lowest Closing Bid Price of the common stock during the ten trading days immediately preceding the conversion date, as quoted by Bloomberg, LP. The Company is committed to filing an SB-2 Registration Statement with the SEC within 90 days of funding. There are penalty provisions for the Company should the filing not become effective within 150 days of filing.

On December 27, 2005, the Company and Cornell Capital Partners, LP entered into a Termination Agreement terminating the Standby Equity Distribution Agreement, Registration Rights Agreement, Escrow Agreement, and Placement Agent Agreement all of which are dated May 17, 2004.

### ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS

On January 10, 2006, Jeffrey Sternberg, George Kanakis, and Craig Press resigned from their positions as members of the Board of Directors of the Company. Such resignations were not due to any disagreements with the Company on any matter relating to the Company's operations, policies or practice. On January 10, 2006, Peter Nasca and Michael Abri were appointed to the Board of Directors of the Company to fill the vacancy created by the resignations of the previous directors.

PETER NASCA is a senior-level public relations professional with extensive experience in the field. He is an accredited member of the Public Relations Society of America and a past president of the organization's Miami chapter. He has also held the positions of president-elect, secretary and treasurer, and has twice served as judge in the prestigious national Public Relations Society of America's Silver Anvil Award ceremonies. He has worked on such accounts as: American Express, Continental Airlines, Ford Motor Company, American Motors Corp., Chrysler Corp., Chemical Bank, Texas Air Corp., Ryder System, Centuri Video Games, Konami, Inc., etc. Prior to starting his own agency, Mr. Nasca was

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vice president and partner of a medium-sized Miami based agency. He has also served as president of one of the Southeast's largest public relations firms.

He began his career in journalism in New York radio as a reporter and also spent four years at an NBC-TV affiliate as a general assignment reporter and anchor where he won several awards for journalistic excellence. He is a member of the National Investor Relations Institute (NIRI). A graduate of the University of Bridgeport, Mr. Nasca is listed in Who's Who in the South and Southwest and Who's Who Among Outstanding Business Executives. He has lectured on the field of Public relations at the University of Florida, University of Miami and Florida International University. He is a former member of the Board of Directors of Miami Subs Corporation NASDAQ: SUBS subsequently sold to Nathan's Famous, Inc. (NASDAQ: NATH) His column, "Mid-Life Conscious" appears monthly in "Life on Stage Magazine" published by Ft. Lauderdale's Office Depot Center.

MICHAEL ABRI is currently the Chief Executive Officer of Global Imports and Trading Inc. ("Global Imports"). As CEO of Global Imports since 2000, he oversees all operations of wholesale, retail, import and manufacturing divisions of the company. Mr. Abri was the president of Oriental Rug Warehouse for five years before the retail showroom company was merged into Global Imports in 2000. Mr. Abri was also a partner in Kermani Exclusive Rugs from 1992 to 1995, and the district manager of A & L Imports from 1990 to 1992, where he oversaw all operations for a Los Angeles based import company. Prior to Mr. Abri's positions with such import companies, he was the president of Powerhouse Audio & Video, a five store chain in the Midwest that was acquired by Best Buy Co. Mr. Abri obtained a Bachelors Degree in Business Management from the University of Minnesota.

### ITEM 9.01 FINANCIAL STATEMENT AND EXHIBITS.

#### (a) Financial Statements of Business Acquired.

NA

#### (b) Pro Forma Financial Information.

NA

#### (c) Exhibits.

- 10.1 Securities Purchase Agreement
- 10.2 Secured Convertible Debenture
- 10.3 Amended and Restated Convertible Debenture
- 10.4 Investor Registration Rights Agreement
- 10.5 Security Agreement
- 10.6 Pledge and Escrow Agreement
- 10.7 Escrow Agreement
- 10.8 Termination Agreement with Cornell Capital Partners, LP

### 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.

TECH LABORATORIES, INC.

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By: /s/ DONNA SILVERMAN

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DONNA SILVERMAN  
Chief Executive Officer,  
Chief Financial Officer, and  
President

Dated: January 10, 2006