

TOTALMED INC
Form 8-K
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OMB APPROVAL

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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): April 11, 2005

TotalMed, Inc.

(Exact Name of Registrant as Specified in its Charter)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Item 1.01

Entry into a Material Definitive Agreement

(a)

(1)

The Company entered into a Stock Purchase Agreement on April 11, 2005 to acquire all of the issued and outstanding shares of TotalMed Systems, Inc. a Florida corporation, (hereinafter "TMS") from its selling shareholders in exchange for a shares of common stock of the Company. The parties to the Agreement are TotalMed, Inc. and TotalMed Systems, Inc., a Florida corporation.

(2)

The terms and conditions of the Agreement are as follows:

a.

Upon the Company achieving re-listing on the Over-the-Counter Bulletin Board the Agreement shall come to full force and effect.

b.

The consideration to be paid for all of the issued and outstanding shares of TMS is 20,000,000 shares of restricted common stock of the Company. Such stock shall be issued to the sellers of TMS common stock which shall be transferred to the Company on a pro rata basis based upon their respective holdings of TMS. At Closing the Company shall issue 2,000,000 shares of its restricted common stock as described above. Additionally, once TMS has achieved a minimum revenue level of \$10,000,000 of booked sales contracts within one year of the initial closing, the Company shall issue the balance of the consideration, 18,000,000 shares of restricted common stock in the same manner described above.

c.

Should the Company be unable to achieve re-listing on the Over-the-Counter Bulletin Board the entire agreement shall be deemed null and void.

SIGNATURE

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, thereto duly authorized.

Date: December 8, 2005

TotalMed, Inc.

/s/ Abraham Pierce

Abraham Pierce, President