

TUCOWS INC /PA/  
Form 8-K  
September 27, 2005

**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): **June 1, 2005**

**TUCOWS INC.**

(Exact Name of Registrant Specified in Charter)

**Pennsylvania**  
(State or Other  
Jurisdiction of  
Incorporation)

**1-32600**  
(Commission File  
Number)

**23-2707366**  
(IRS Employer  
Identification No.)

**96 Mowat Avenue, Toronto, Ontario, Canada**  
(Address of Principal Executive Offices)

**M6K 3M1**  
(Zip Code)

Registrant's telephone number, including area code: **(416) 535-0123**

**Not Applicable**

(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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On February 1, 2005, Tu cows, Inc., a Pennsylvania corporation ( Tu cows or the Company ), through its wholly-owned subsidiary Tu cows.com Co., a corporation organized under the laws of Nova Scotia, entered into a consulting agreement with Mr. Eugene Fiume (the Consulting Agreement or the Agreement ). On June 1, 2005, Mr. Fiume was subsequently elected as a director of the Company. A copy of the Consulting Agreement with Mr. Fiume is attached as Exhibit 10.1 to this Current Report on Form 8-K.

Pursuant to the Consulting Agreement, Mr. Fiume will evaluate Tu cows software strategy, from time to time as Tu cows may request, for a fee of Cdn.\$1,500.00 per 8 hour day. As of September 27, 2005, the aggregate amount of compensation paid to Mr. Fiume under the Consulting Agreement was Cdn.\$66,607.50. The Company anticipates compensating Mr. Fiume an additional Cdn.\$8,025.00 for other recent services rendered under the Agreement. The Consulting Agreement contains standard confidentiality provisions that survive termination of the Agreement, as well as non-solicitation and non-competition provisions that survive for a period of one year following the termination of the Agreement. The Consulting Agreement shall terminate on September 30, 2005.

The information regarding the Consulting Agreement set forth in paragraphs 1 and 2 above does not purport to be complete and is qualified in its entirety by reference to the full text of the Consulting Agreement, a copy of which is filed as Exhibit 10.1 to this report, and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(c) Exhibits

<b>Exhibit Number</b>	<b>Exhibit</b>
10.1	Consulting Agreement, dated as of February 1, 2005, between Tu cows.com Co. and Eugene Fiume.

**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.

**TUCOWS INC.**

By:                   /s/ Michael Cooperman  
                          Michael Cooperman  
                          Chief Financial Officer

Dated: September 27, 2005

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**EXHIBIT INDEX**

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