

CLST HOLDINGS, INC.  
Form 8-K  
February 04, 2009

**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)

**February 4, 2009**

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**CLST Holdings, Inc.**

(Exact name of registrant as specified in its charter)

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

**0-22972**  
(Commission File Number)

**75-2479727**  
(I.R.S. Employer  
Identification No.)

**17304 Preston Road, Suite 420**

**Dallas, Texas, 75252**

(Address of principal executive offices including Zip Code)

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**(972) 267-0500**

(Registrant's telephone number, including area code)

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:

- 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 8.01 Other Events**

On February 4, 2009, the Company issued a press release in response to the announcement that Red Oak Fund, L.P., a fund managed by Red Oak Partners, LLC, intends to commence a tender offer for shares of the Company's common stock.

A copy of this press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

99.1

Press Release entitled "Red Oak Fund LP Announces Intention to Commence Tender Offer For Shares of CLST Holdings, Inc." issued February 4, 2009 by CLST Holdings, Inc.\*

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\*Furnished herewith.

**SIGNATURES**

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 by the undersigned hereunto duly authorized.

**CLST HOLDINGS, INC.**

Dated: February 4, 2009

By:

/s/ ROBERT A. KAISER  
Robert A. Kaiser  
President, Chief Executive Officer,  
Chief Financial Officer, Treasurer and  
Assistant Secretary