

NMXS COM INC
Form 8-K
June 29, 2004

**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 25, 2004

NMXS.COM, INC.

(Exact name of registrant as specified in its charter)

DELAWARE
(State or other jurisdiction
of Incorporation)

333-30176
(Commission
File Number)

91-1287406
(IRS Employer ID No.)

5021 INDIAN SCHOOL ROAD NE, SUITE 100
ALBUQUERQUE, NEW MEXICO 87110
(505)255-1999
(Address and Telephone Number of Registrant's Principal
Executive Offices and Principal Place of Business)

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

Item 5. Other Events.

On June 25, 2004, we received a lawsuit filed by Manhattan Scientifics, Inc. The lawsuit was filed in the Supreme Court of the State of New York, County of New York, Index No. 601793/04. The plaintiff is Manhattan Scientifics, Inc. and the defendants are us and Richard Govatski, individually. Mr. Govatski is our President and director. The 2 claims for relief in the complaint are as follows: (1) alleged breach of a Common Stock Purchase Warrant issued by us to Manhattan Scientifics for allegedly declining to honor Manhattan Scientifics request to exercise, on a cashless basis, certain of the warrants, and (2) a claim for tortious interference with contract against Mr. Govatski, individually. Both claims are each for damages not less than \$1,500,000. For the claim against us, it is our position, among other defenses that the warrants were issued in a transaction that was not an arms length transaction and therefore, the warrants, among other things, cannot be honored and should be cancelled. We intend to vigorously defend this lawsuit. This claim and the causes of action are the same claims and causes of action that were filed against us in the lawsuit filed by the same plaintiff in federal court earlier this month. Such claims were dismissed for lack of diversity jurisdiction.

Item 7. Financial Statements and Exhibits

- (a) Not applicable.
- (b) Not applicable.
- (c) Exhibits-Not Applicable

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.

NMXS.COM, INC.

By: /s/ Richard Govatski

Richard Govatski
President

June 29 , 2004

