

Edgar Filing: YSEEK INC - Form 8-K/A

YSEEK INC
Form 8-K/A
September 25, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM 8-K/A

Current Report

Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (date of earliest event reported): September 10, 2002

YSEEK, INC.

(Exact name of registrant as specified in its charter)

Florida	000-25097	65-078-3722
(State or other jurisdiction incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7732 N. Mobley Road, Odessa, FL 33556
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code
(813) 926-3298

(Former name or former address, if changed since last report.)
412 E. Madison, Suite 1000, Tampa, Florida 33602

Item 1: Changes in Control of Registrant and Item 6: Resignations of
Registrant's Directors.

Item 1. On September 10, 2002, Registrant executed a convertible promissory note in the amount of \$53,439.05 to 2D&H, Inc., a corporation controlled by David G. Marshlack and Charles Bruce Hammil, and paid \$11,500 to David G. Marshlack, \$46,500 to Dan Marshlack, the father of David G. Marshlack, \$9,700 to Charles Bruce Hammil, \$8,625 to Entertainment Network, Inc. a Company controlled by David G. Marshlack and Charles Bruce Hamil and \$3,675 to 2D&H, Inc. in repayment in full for loans made to the Registrant. The promissory note bears interest at the rate of 6.5% per annum and is repayable on or before November 10, 2002. The promissory note is convertible at the option of the holder prior to payment at a conversion ratio of \$.015 per share or at a price equal to the average of the closing offer price of the five trading days prior to holder's delivery of notification of conversion. The promissory note is guaranteed by Rachel L. Steele and David Weintraub. Repayment of the loans to was financed by the sale of 5,333,333 restricted common shares in a private placement for a total consideration of \$80,000.00.

In connection with repayment of the loans, NeuTelligent, Inc. and Voice Media, Inc. each transferred 2,860,000 of Registrant's common shares to Registrant. Additionally, the parties agreed to terminate the Traffic Promotion Agreements and the Consulting/Option Agreements previously entered into with NeuTelligent, Inc. f/k/a CandidHosting.com, Inc. and Voice Media, Inc.

Following transfer of the 5,720,000 common shares held by NeuTelligent and Voice Media to the Registrant, the following represented the shareholdings of Yseek's Officers and Directors and 10% Shareholders:

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Title Of Class	Name and Address of Beneficial Owner	Amt and Nature of Beneficial Ownership	Percent of Class
Common Stock	David G. Marshlack 412 East Madison Street Suite 1000 Tampa, Florida 33602	1,000,000 (1)	4.56%
Common Stock	Charles Bruce Hammil 412 East Madison Street Suite 1000 Tampa, Florida 33602	1,000,000 (1)	4.56%
Common Stock	Ron Levi 2533 North Carson Street Carson City, NV 69708	858,000 (2)	3.91%
Common Stock	Mark Dolan 412 East Madison Street Suite 1000 Tampa, Florida 33602	125,000	.57%
Common Stock	Paul Runyon	500,000	2.24%
Common Stock	Rachel Steele 7732 N. Mobley Road Odessa, FL 33556	2,333,333	10.64%
Common Stock	Timothy Minneham P.O. Box 243 Livonia, N.Y. 14487	2,000,000	9.12%
Common Stock	Ronald Reschly 413 N. Main Mount Pleasant, Iowa 52641	1,000,000	4.56%
Common Stock	Candidhosting.com, Inc. 412 East Madison Suite 1000 Tampa, FL 33602	1,000,000 (1)	4.56%
Common Stock	Voice Media, Inc. 2533 North Carson Street Suite 1091 Carson City, NV 69708	858,000 (1)	3.91%
Common Stock	Total	7,816,333	

(1) Shares held in the name of Candidhosting, Inc., a corporation controlled by Mr. Marshlack and Mr. Hammil

(2) Shares held in the name of Voice Media, Inc.

On September 10, 2002, the Board of Directors elected the following persons to serve on the Board of Directors until the next Annual Meeting of Shareholders: David Weintraub, Glen Ostroski, Rachel Steele, and Tanya Ostroski.

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On September 10, 2002, the following persons were elected to hold the following offices: David Weintraub, Chief Executive Officer; Glen Ostroski, President; Rachel Steele, Vice President; and Tanya Ostroski, Treasurer. On September 11, 2002, the following directors resigned: Mark R. Dolan, David G. Marshlack, Charles Bruce Hammil, Paul Runyon, Ronald M. Levi.

Item 6. On September 11, 2002, the following directors resigned: Mark R. Dolan, David G. Marshlack, Charles Bruce Hammil, Paul Runyon, Ronald M. Levi.

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 thereunto duly authorized.

YSEEK, INC.
(Registrant)

Dated: September 25, 2002

___/s/ David Weintraub_____
DAVID WEINTRAUB,
Chief Executive Officer

EXHIBITS

- (1) Underwriting agreement
- (2) Plan of acquisition, reorganization, arrangement, liquidation or succession.
- (3)(i) Articles of Incorporation
 - (ii) Bylaws
- (4) Instruments defining the rights of holders, incl. Indentures
- (16) Letter on changes in certifying accountant
- (17) Letter on director resignator
- (20) Other documents or statements to security holders
- (23) Consents of experts and counsel
- (24) Power of attorney
- (27) Financial Data Schedule
- (99) Additional Exhibits
 - 99.1 Promissory Note to 2D&H, Inc.*
 - 99.2 Guaranty Agreement*
 - 99.3 Termination Agreement Reformation Agreement with NeuTelligent, Inc., f/k/a CandidHosting.com, Inc.*

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99.4 Termination Agreement Reformation Agreement with Voice Media, Inc.*

*Previously filed with Form 8-K dated September 16, 2002