

HEARUSA INC
Form 8-K
November 10, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): November 6, 2005

HearUSA, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

001-11655

22-2748248

(State or Other
Jurisdiction of
Incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

1250 Northpoint Parkway, West Palm Beach, Florida

33407

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (561) 478-8770

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):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**Item 5.02 Departure of
Directors or
Principal
Officers;
Election of
Directors;
Appointment
of Principal
Officers**

On November 6, 2005, Bruce N. Bagni was elected by the Board of Directors to fill a vacancy on the Board of Directors which now has seven members. Mr. Bagni was appointed to serve as the Chairman of the Nominating and Corporate Governance Committee of the Board of Directors and to serve as a member of the Audit Committee and the Compensation Committee of the Board.

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 hereunto duly authorized.

HearUSA, Inc.
(Registrant)

Date: November 9, 2005

By: /s/ Stephen J. Hansbrough
Name: Stephen J. Hansbrough
Title: President and Chief Executive
Officer

ange Act of 1934, as amended, pursuant to which Barclays in authorized and directed to sell on behalf of Symphony Capital Partners and Symphony Strategic Partners up to an aggregate of 6,000,000 shares of Common Stock in one or more transactions through September 30, 2013, subject to the satisfaction of certain conditions, including, among others, trading price and block sale discount. A copy of the Trading Plan is being filed as Exhibit 3 hereto and the foregoing description of the Trading Plan is qualified in its entirety by reference to the Trading Plan.

Item 7. Materials to be Filed as Exhibits.

Exhibit No.	Description
1	Joint Filing Agreement dated as of October 17, 2012.
2	Form of Warrant (incorporated by reference to Exhibit 4.8 of the Issuer's Current Report on Form 8-K, filed with the Securities and Exchange Commission on April 13, 2010).*
3	Written Plan for Trading Securities among Barclays Capital Inc., Symphony Capital Partners, L.P. and Symphony Strategic Partners, LLC dated as of October 2, 2012.

* Previously filed and incorporated herein by reference.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: October 17, 2012

SYMPHONY CAPITAL PARTNERS, L.P.

By: Symphony Capital GP, L.P.
its general partner

By: Symphony GP, LLC
its general partner

By: /s/Mark Kessel
Name: Mark Kessel
Title: Managing Member

SYMPHONY CAPITAL GP, L.P.

By: Symphony GP, LLC
its general partner

By: /s/Mark Kessel
Name: Mark Kessel
Title: Managing Member

SYMPHONY GP, LLC

By: /s/Mark Kessel
Name: Mark Kessel
Title: Managing Member

SYMPHONY STRATEGIC PARTNERS, LLC

By: /s/Mark Kessel
Name: Mark Kessel
Title: Managing Member

/s/Mark Kessel
Mark Kessel

/s/ Harri V. Taranto
Harri V. Taranto

INDEX TO EXHIBITS

Exhibit No.	Description
1	Joint Filing Agreement dated as of October 17, 2012.
2	Form of Warrant (incorporated by reference to Exhibit 4.8 of the Issuer's Current Report on Form 8-K, filed with the Securities and Exchange Commission on April 13, 2010).*
3	Written Plan for Trading Securities among Barclays Capital Inc., Symphony Capital Partners, L.P. and Symphony Strategic Partners, LLC dated as of October 2, 2012.

SCHEDULE A

SYMPHONY CAPITAL PARTNERS, L.P.

Mark Kessel
Managing Member
United States citizen
Symphony Capital Partners, L.P.
875 Third Avenue, 3rd Floor
New York, NY 10022

Harri V. Taranto
Managing Member
United States citizen
Symphony Capital Partners, L.P.
875 Third Avenue, 3rd Floor
New York, NY 10022

SYMPHONY CAPITAL GP, L.P.

Mark Kessel
Managing Member
United States citizen
Symphony Capital Partners, L.P.
875 Third Avenue, 3rd Floor
New York, NY 10022

Harri V. Taranto
Managing Member
United States citizen
Symphony Capital Partners, L.P.
875 Third Avenue, 3rd Floor
New York, NY 10022

SYMPHONY GP, LLC

Mark Kessel
Managing Member
United States citizen
Symphony Capital Partners, L.P.
875 Third Avenue, 3rd Floor
New York, NY 10022

Harri V. Taranto
Managing Member
United States citizen
Symphony Capital Partners, L.P.
875 Third Avenue, 3rd Floor
New York, NY 10022

SYMPHONY STRATEGIC PARTNERS, LLC

Mark Kessel
Managing Member
United States citizen
Symphony Capital Partners, L.P.
875 Third Avenue, 3rd Floor
New York, NY 10022

Harri V. Taranto
Managing Member
United States citizen
Symphony Capital Partners, L.P.
875 Third Avenue, 3rd Floor
New York, NY 10022