

HYDRON TECHNOLOGIES INC

Form 8-K

July 25, 2007

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15 (d) OF**

**THE SECURITIES AND EXCHANGE ACT OF 1934**

Date of Report (Date of earliest reported): **July 18, 2007**

## **HYDRON TECHNOLOGIES, INC.**

(Exact name of registrant as specified in charter)

**New York**  
(State or other  
jurisdiction of  
incorporation)

**0-6333**  
(Commission File  
Number)

**13-1574215**  
(IRS Employer  
Identification No.)

**4400 34<sup>th</sup> Street N, Suite F,**

**Saint Petersburg, Florida 33714**

(Address of principal executive offices)

**(727) 342-5050**

(Registrant's telephone number, including area code)

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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:

- 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))
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**Item 1.01 Entry into a Material Definitive Agreement; and**

**Item 3.02 Unregistered Sales of Equity Securities.**

On July 18, 2007, Hydron Technologies, Inc., a New York corporation (the “Company”), sold 250,000 units (“Units”) comprised of one (1) share (“Share”) of its Common Stock and one (1) warrant (“Warrant”) for the purchase of one (1) share of Common Stock, for each Unit sold for a total gross purchase price of \$35,000 to Ronald J. Saul, a director of the Company, and his spouse jointly, pursuant to a Subscription Agreement dated July 18, 2007 (the “Subscription Agreement”).

After issuance of the Shares, the Company has a total of 17,074,961 shares of Common Stock outstanding plus an additional 8,666,000 shares of Common Stock issuable upon the exercise of options and warrants (including the Warrants). Accordingly, the issuance of Units will increase the number of shares of Common Stock by approximately 1.5% and the fully-diluted number of shares of Common Stock by 2.0%.

Following the purchase of the Units, Mr. Saul beneficially owns 5,417,321 shares of Common Stock, comprised of 3,267,321 shares held directly by him and his immediate family members and 2,150,000 shares of Common Stock issuable upon the exercise of options and common stock purchase warrants (including the Warrants), representing beneficial ownership of 28.2 % of the Common Stock.

Mr. Saul and his spouse are “accredited investors” as defined in Rule 501(a) under the Securities Act of 1933, as amended (the “Securities Act”). The Company issued the Shares and the Warrants without registration under the Securities Act in reliance on the exemptions from registration provided by Rule 506 of Regulation D and Section 4(2) of the Securities Act, as well as preemption from applicable state registration requirements under Section 18(a) of the Securities Act.

The Company intends to use the proceeds of the Units to pay current obligations of the Company. The balance, if any, will be used for working capital and general corporate purposes, including funding ongoing operations.

**Item 9.01 Financial Statements and Exhibits**

(a) Financial statements of businesses acquired.

Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits

Please see the Exhibit Index following the Signature Page for the Exhibits included with this Report.

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**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.

**HYDRON TECHNOLOGIES, INC.**

BY: /s/ DAVID POLLOCK  
David Pollock  
Chief Executive Officer

Dated: July 24, 2007

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description of Document</u></b>
<b><u>10.1</u></b>	<u>Subscription Agreement dated July 18, 2007 between Hydron Technologies, Inc. and Ronald J. Saul and Antonette G. Saul, jointly</u>
<b><u>10.2</u></b>	<u>Common Stock Purchase Warrant dated July 18, 2007 in favor of Ronald J. Saul and Antonette G. Saul, jointly</u>