

Edgar Filing: PATRON SYSTEMS INC - Form 8-K

PATRON SYSTEMS INC  
Form 8-K  
April 24, 2006

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): April 18, 2006

PATRON SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

|  |                          |   |
|--|--------------------------|---|
| DELAWARE   | 000-25675                | 74-3055158                              |
| State or other jurisdiction<br>of incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

5775 FLATIRON PARKWAY, SUITE 230  
BOULDER, COLORADO 80301  
(Address of Principal Executive Offices/Zip Code)

(303) 541-1005  
(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:

- 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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

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On April 18, 2006, Patron Systems, Inc. (the "Registrant") entered into a Stock Purchase Agreement with Walnut Valley, Inc., pursuant to which the Registrant sold all of the outstanding shares of LucidLine, Inc., the Registrant's wholly-owned subsidiary, to Walnut Valley, Inc. in consideration for a cash payment of \$25,000 and the issuance of a Promissory Note in the principal amount of \$25,000 by Walnut Valley in favor of the Registrant.

The Registrant issued a press release announcing its entry into the Stock Purchase Agreement. A copy of the press release is being furnished as Exhibit 99.1 to this report and is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statements of business acquired. Not applicable.
- (b) Pro forma financial information. Not applicable.
- (c) Shell company transactions. Not applicable
- (d) Exhibits.

99.1 Press Release issued by the Registrant on April 24, 2006.

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.

PATRON SYSTEMS, INC.

Date: April 24, 2006

By: /s/ Robert Cross

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Robert Cross  
Chief Executive Officer

EXHIBIT INDEX

| EXHIBIT<br>NUMBER<br>----- | DESCRIPTION<br>-----                                      |
|----------------------------|---|
| 99.1                       | Press Release issued by the Registrant on April 24, 2006. |