

Edgar Filing: SmartPros Ltd. - Form 8-K

SmartPros Ltd.
Form 8-K
November 09, 2004

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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): NOVEMBER 9, 2004

SMARTPROS LTD.

(Exact name of Registrant as specified in its charter)

| | | |
|---------------------------------------------------|-----------------------------|--------------------------------------|
| Delaware | 001-32300 | 13-4100476 |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|-----------------------------------------|------------|
| 12 Skyline Drive Hawthorne, New York | 10532 |
| ----- | ----- |
| (Address Of Principal Executive Office) | (Zip Code) |

Registrant's telephone number, including area code (914) 345-2620

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 2.02: RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On November 9, 2004 we issued a press release, a copy of which is attached hereto as Exhibit 99.1 and is incorporated by reference, announcing our 3rd quarter results.

ITEM 3.03: MATERIAL MODIFICATIONS TO RIGHTS OF SECURITY HOLDERS

On November 8, 2004, we issued a press release, a copy of which is attached hereto as Exhibit 99.2 and is incorporated by reference. The press release states that the Units offered for sale under a prospectus dated October 19, 2004 will cease to trade after the close of the markets on November 19, 2004 and the common stock and warrants underlying the Units will begin to trade on November 22, 2004.

ITEM 9.01: FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

| EXHIBIT NO. ----- | DESCRIPTION ----- |
|-------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1 | Press release, dated November 9, 2004, announcing financial results for three and ninth month periods ended September 30, 2004. |
| 99.2 | Press release, dated November 8, 2004, announcing cessation of trading with respect to units and commencement of trading with respect to stock and warrants. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned, hereunto duly authorized.

SmartPros Ltd.

Dated: November 9, 2004

By: /s/ Allen S. Greene

Allen S. Greene,
Chief Executive Officer