

VERAMARK TECHNOLOGIES INC

Form 8-K

January 14, 2008

**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) January 10, 2008**

**VERAMARK TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware

0-13898

16-1192368

(State or Other Jurisdiction  
of Incorporation)

(Commission File Number)

(IRS Employer  
Identification No.)

3750 Monroe Avenue, Pittsford, New York 14534

(Address of Principal Executive Offices including zip code)

(585) 381-6000

(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 (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))
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**Section 5 Corporate Governance and Management**

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

(b) David G. Mazzella resigned as Director and Chairman of the Board of the Registrant, effective January 10, 2008. Mr. Mazzella previously resigned his position of President and Chief Executive Officer on December 31, 2007, concurrent with his retirement as an employee of Registrant.

On January 11, 2008, Andrew W. Moylan, a non-employee member of the Board of Directors, was elected Chairman of the Board to succeed Mr. Mazzella.

**Section 7 Regulation FD**

**Section 7.01 Regulation FD Disclosure**

On January 11, 2008, the Registrant issued a press release wherein it announced the resignation of Mr. Mazzella as Chairman of the Board and a Director, and the election of Mr. Moylan as Chairman of the Board as described in this Report. A copy of the press release is attached to this Report as Exhibit 99.1, and incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

Exhibit 99.1 Veramark Press Release dated January 11, 2008

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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.

Dated: January 11, 2008

Veramark Technologies, Inc.  
(Registrant)

By /s/ Ronald C. Lundy

Ronald C. Lundy  
Vice President Finance and CFO

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**EXHIBIT INDEX**

| Exhibit<br>Number | Description of Exhibit   |
|-------------------|--|
| 99.1              | Press Release dated January 11, 2008, issued by Veramark Technologies, Inc. (the Registrant ). |