VITACUBE SYSTEMS HOLDINGS INC
Form 8-K
December 19, 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): **December 19, 2006**

# VITACUBE SYSTEMS HOLDINGS, INC.
(Exact name of registrant as specified in its charter)

| **Nevada** | **000-50875** | **84-1575085** |
|---|---|---|
| (State of incorporation) | (Commission File No.) | (IRS Employer Identification No.) |

**480 South Holly Street**
**Denver, CO 80246**
(Address of principal executive offices, including zip code)

**(303) 316-8577**
(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):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01 Entry into an Material Definitive Agreement**

**Global Project Finance AG Bridge Financing**

On December 12, 2006 the Company entered into a Bridge Financing Agreement with Global Project Finance AG ( GPF ), whereby GPF will loan the Company the amount of $250,000 on or before January 10, 2007. The term of the Loan is the shorter of when the Company completes a Private Placement Offering or six months from the loan origination date and it will accrue interest at a rate of 10% per annum. Additionally, the Company will issue GPF 400,000 shares of restricted common stock as a loan fee. These restricted shares will have the right to be registered along with the Private Placement Shares when said transaction is complete.

**Lighthouse Capital**

On December 18, 2006 the Company entered into a Referral Agreement with Lighthouse Capital whereby the Referral Representative has agreed to introduce potential financing contacts to the Company who is seeking equity, debt or a combination of equity and debt financing. The term of this Agreement shall be for a period of sixty days from the date of the Agreement and the Company will pay a fee in the amount of 200,000 restricted shares of Client s common stock to the Referral Representative upon funding received from any one or more Referrals in the total aggregate amount of $500,000.

**Item 2.03 Creation of a Direct Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant**

**Global Project Finance AG Bridge Financing**

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## Item 8.01 Other Events

On December 13, 2006, we issued a press release announcing the matters discussed above. The full text of the press release is attached as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

10.1 Global Project Finance AG Agreement
10.2 Lighthouse Capital Referral Agreement
99.1 Press Release

**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.

Dated: December 19, 2006

**VITACUBE SYSTEMS HOLDINGS, INC.**

By: /s/ John D. Pougnet
John D. Pougnet
Chief Executive Officer & Chief Financial Officer