

Edgar Filing: WINCROFT INC - Form 8-K

WINCROFT INC  
Form 8-K  
March 20, 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 EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) March 14, 2007

WINCROFT, INC.  
(Exact Name of registrant as specified in its charter)

|  |   |   |
|--|---|---|
| COLORADO<br>-----<br>(State or other jurisdiction<br>of incorporation) | 0-12122<br>-----<br>(Commission<br>File Number) | 84-0601802<br>-----<br>(IRS Employer<br>Identification No.) |
|--|---|---|

|   |                              |
|---|------------------------------|
| 730 West Randolph Street, 6th Floor, Chicago, Illinois<br>-----<br>(Address of principal executive offices) | 60661<br>-----<br>(Zip Code) |
|---|------------------------------|

Registrant's telephone number, including area code: (312) 454-0312

(Former name or former address, if changed since last report)

18170 Hillcrest Road, Suite 100, Dallas, Texas 75252  
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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))

SECTION 1-REGISTRANT'S BUSINESS AND OPERATIONS

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

SECURITIES PURCHASE AGREEMENT

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On March 14, 2007, the Company entered into a Common Stock Purchase Agreement (the "Purchase Agreement") with Synergy Business Consulting, LLC (the "Wincroft Stock Purchaser"), pursuant to which it acquired 3,576,400 shares of Outstanding Common Stock of the Company from an existing shareholders in a private transaction for the purchase price of \$250,000. The acquisition of shares by the Wincroft Stock Purchaser pursuant to the Purchase Agreement and from the existing shareholder is collectively referred to herein as the "Purchase".

### SECTION 5-CORPORATE GOVERNANCE AND MANAGEMENT

#### ITEM 5.01 CHANGE IN CONTROL OF THE REGISTRANT

Upon the closing of the Purchase, the Wincroft Stock Purchaser acquired an aggregate of 3,576,400 shares of Common Stock, or approximately 80.55% of the issued and outstanding Common Stock, and attained voting control of the company. The source of funds used by the Wincroft Stock Purchaser was their respective working capital.

We are presently authorized to issue 75,000,000 shares of Common Stock. Prior to the closing, as of March 14, 2007, 4,440,100 shares of Common Stock were issued and outstanding. After the closing, as of March 14, 2007, there are 4,440,100 shares of Common Stock issued and outstanding.

The following table sets forth, immediately following the closing, certain information regarding beneficial ownership of outstanding shares of Common Stock.

| NAME AND ADDRESS OF<br>BENEFICIAL OWNER<br>-----  | AMOUNT AND NATURE OF<br>BENEFICIAL OWNERSHIP<br>----- | PERCENT OF CLASS (1)<br>----- |
|---|---|-------------------------------|
| Synergy Business Consulting, LLC (2)<br>730 West Randolph<br>6th Floor<br>Chicago, IL 60661 | 3,576,400   | 80.55%                        |
| Daniel Wettreich (3)<br>18170 Hillcrest Road, Suite 100<br>Dallas, TX 75252                 | 0   | 0.00%                         |
| Bartly J. Loethen (4)<br>730 West Randolph<br>6th Floor<br>Chicago, IL 60661                | 0   | 0.00%                         |
| <b>TOTAL</b>  | <b>3,576,400</b>                                      | <b>80.55%</b>                 |

(1) The percentage of Common Stock is calculated based upon 4,440,100 shares issued and outstanding as of March 14, 2007.

(2) Synergy Business Consulting, LLC is controlled by Bartly J. Loethen and therefore Mr. Loethen is the beneficial owner of the shares held by this entity.

(3) A director (See our response to Item 5.02 below)

(4) Chairman, chief financial officer, president, vice president, treasurer, secretary and director. (See our response to Item 5.02 below).

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### ITEM 5.02. DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF PRINCIPAL OFFICERS.

Upon the closing of the Purchase, Bartly J. Loethen was appointed as a director and the chairman, chief financial officer, president, vice president, treasurer and secretary of the Company alongside current director Daniel Wettreich. Mr. Wettreich will resign immediately upon the completion of the 10-day period beginning on the date of the filing of the Information Statement with the SEC pursuant to Rule 14f-1 of the 34 Act. Accordingly, Mr. Loethen will then constitute our entire board. Generally, the directors of the Company serve one year terms until their successors are elected and qualified.

It is not currently contemplated that Mr. Loethen will be compensated for serving as either an officer or director of the company.

### BIOGRAPHICAL INFORMATION REGARDING THE INCOMING DIRECTOR AND EXECUTIVE OFFICERS

The principal occupation and brief summary of the background of the incoming director and executive officers is as follows:

Bartly J. Loethen, 41. Mr. Loethen is an attorney and founding partner of Synergy Law Group, L.L.C. He practices corporate law. His experience includes working with privately-held companies, public companies, mergers and acquisitions, private placement investments, financing transactions, and licensing matters, as well as general corporate matters. Prior to the practice of law, Mr. Loethen was a Revenue Agent with the Internal Revenue Service. Mr. Loethen holds a B.S. /B.A. in Accounting from the University of Missouri (1986), is a certified public accountant, and received his J.D. from the University of Illinois College of Law (1994).

### SECTION 8--OTHER EVENTS

#### ITEM 8.01. OTHER EVENTS.

As of March 14, 2007, the address and telephone number of our principal executive offices is as follows:

Wincroft, Inc.  
c/o Bartly Loethen  
730 West Randolph Street, 6th Floor, Chicago, IL 60661  
Telephone#: (312) 454-0312

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### SECTION 9--FINANCIAL STATEMENTS AND EXHIBITS

#### ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(c) Exhibits

| Exhibit<br>----- | Description<br>-----   |
|------------------|--|
| 10.1             | Common Stock Purchase Agreement dated March 14, 2007 among the Registrant, Synergy Business Consulting, LLC. |

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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.

Date: March 20, 2007

WINCROFT, INC.

By: /s/ Bartly J. Loethen

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Bartly J. Loethen  
President

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