

PRICESMART INC  
Form 8-K/A  
October 03, 2008

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 8-K/A**  
**(Amendment No. 1)**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 1, 2008

**PriceSmart, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**000-22793**  
(Commission File Number)

**33-0628530**  
(I.R.S. Employer  
Identification No.)

**9740 Scranton Road, San Diego, CA 92121**

(Address of Principal Executive Offices, including Zip Code)

Registrant's telephone number, including area code: (858) 404-8800

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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 (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))

**Explanatory Note**

This Amendment No. 1 to Form 8-K is being filed to amend the disclosure in the body of the Form 8-K relating to PriceSmart, Inc.'s entry into agreements to acquire properties and develop adjoining commercial centers in Panama and Costa Rica. PriceSmart had inadvertently reported the acquisition under Item 2.02 Results of Operation and Financial Condition and referred to the press release relating to the acquisition as an earnings release.

**Item 7.01. Regulation FD Disclosure.**

On October 1, 2008, PriceSmart, Inc. announced that it had entered into agreements to acquire properties in Panama and Costa Rica for the construction of new PriceSmart Warehouse Clubs and the development of adjoining commercial centers. A copy of the press release is furnished herewith as Exhibit 99.1. Pursuant to the rules and regulations of the Securities and Exchange Commission, such exhibit and the information set forth therein and herein shall be deemed furnished and not filed for purpose of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability under that section.

**Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibit is furnished herewith:

**Exhibit**

| <b>No.</b> | <b>Description</b>                                       |
|------------|--|
| 99.1       | Press Release of PriceSmart, Inc. dated October 1, 2008. |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Amendment No. 1 to Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 13, 2008

PRICESMART, INC.

By:

/s/ JOHN M. HEFFNER  
John M. Heffner  
Chief Financial Officer

**EXHIBIT INDEX**

**Exhibit**

| <b>Number</b> | <b>Description</b>                                       |
|---------------|--|
| 99.1          | Press Release of PriceSmart, Inc. dated October 1, 2008. |