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THERMOGENESIS CORP
Form 8-K
March 10, 2004

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): March 10, 2004

THERMOGENESIS CORP.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|---|
| Delaware ----- | 0-16375 ----- | 94-3018487 ----- |
| (State or other jurisdiction of incorporation or organization) | (Commission File Number) | (I.R.S. Employer Identification No.) |

2711 Citrus Road
Rancho Cordova, California 95742
(916) 858-5100
(Address and telephone number of principal executive offices)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE

On March 10, 2004, ThermoGenesis Corp. (the "Company") completed a private financing involving the sale of common stock to institutional investors. In the financing, the Company raised gross proceeds of \$10,400,000 in the aggregate, before fees and expenses. The Company sold in the aggregate 2,600,000 shares of common stock at a price of \$4.00 per share. SunTrust Robinson Humphrey acted as placement agent for the offering and received a 6% fee based on gross proceeds with a minimum fee of \$500,000, plus expenses. The Company will use the net proceeds for working capital and implementation of operating plans.

The terms for the financing are set forth in the Securities Purchase Agreement, the form of which is attached as Exhibit 10. Under the terms of the Securities Purchase Agreement, the Company agreed to prepare and file with the Securities and Exchange Commission a registration statement covering the resale of the securities.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS

(c) EXHIBITS

Exhibit

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| Number | Description |
|--------|---|
| 10 | Securities Purchase Agreement |
| 99.1 | Press Release Announcing Closing of Private Placement |

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 hereunto duly authorized.

Dated: March 10, 2004

THERMOGENESIS CORP.,
a Delaware corporation

/s/ Renee M. Ruecker

Renee M. Ruecker,
Chief Financial Officer