

FINDEX COM INC
Form 8-K
November 23, 2011

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): November 17, 2011

FINDEX.COM, INC.

(Exact name of registrant as specified in its charter)

| | | |
|---|--|--|
| Nevada (State or other jurisdiction of incorporation) | 000-29963 (Commission File Number) | 88-0378462 (IRS Employer Identification No.) |
|---|--|--|

| | |
|--|---------------------|
| 18151 Lafayette Avenue, Elkhorn, Nebraska (Address of principal executive offices) | 68022 (Zip Code) |
|--|---------------------|

| | |
|---|----------------|
| Registrant's telephone number, including area code: | (402) 333-1900 |
|---|----------------|

Not Applicable
(Former name or former address, if changed
since last report)

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):

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- 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 3 – Securities and Trading Markets.

Item 3.02 Unregistered Sales of Equity Securities.

On November 17, 2011, and pursuant to our bylaws, our board of directors authorized the issuance of the following restricted share compensation awards:

| Date of Sale | Class of Security Sold | Purchaser Category | Number of Shares Sold | Purchase Price (1) |
|--------------|------------------------|--------------------|-----------------------|--------------------|
| | Outside | | | |
| | CommonDirectors | | | |
| 11/17/2011 | Stock | (2) | 4,500,000 | \$ 12,150 |
| | CommonExecutive | | | |
| 11/17/2011 | Stock | Officers (3) | 3,125,005 | \$ 8,438 |
| | CommonEmployee | | | |
| 11/17/2011 | Stock | (4) | 1,000,000 | \$ 2,700 |
| | CommonConsultants | | | |
| 11/17/2011 | Stock | (5) | 500,000 | \$ 1,350 |

(1) Calculated on the basis of the quoted public trading price of the security according to www.nasdaq.com at the market close on the date of sale.

(2) Shares were issued as compensation awards in lieu of cash for services rendered from January 1, 2011 through September 30, 2011. These services were previously valued at \$45,000; however, the board of directors agreed that the difference between the value of the restricted shares of common stock and their services, which totals \$32,850, would be recorded as contributed capital.

(3) Shares were issued as compensation for services in lieu of cash for half of the payroll accrued and unpaid from June 2010 through September 2011. These services were previously valued at \$31,250; however, the executive officers agreed that the difference between the value of the restricted shares of common stock and their services, which totals \$22,812, would be recorded as contributed capital.

(4) Shares were issued to our corporate controller as compensation for services rendered in connection with her employment.

(5) Shares were issued to two outside consultants as compensation for FormTool product line-related advisory services for the Company, a portion of which services have already been performed and the balance of which has been contracted for and is expected to

be performed within the next three months.

For these unregistered sales, we relied on the private offering exemption of Section 4(2) of the Securities Act and/or the private offering safe harbor provision of Rule 506 of Regulation D promulgated thereunder based on the following factors: (i) the number of offerees or purchasers, as applicable, (ii) the absence of general solicitation, (iii) representations obtained from the acquirors relative to their accreditation and/or sophistication (or from offeree or purchaser representatives, as applicable) and/or their relationship to the company (directors and officers), (iv) the provision of appropriate disclosure, and (v) the placement of restrictive legends on the certificates reflecting the securities coupled with investment representations obtained from the acquirors.

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.

FINDEX.COM, INC.

Date: November 23, 2011 By: /s/ Steven Malone

Steven Malone
President & Chief
Executive Officer