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PARTSBASE INC
Form 8-K
February 24, 2003

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

February 21, 2003

Date of Report (Date of Earliest Event Reported)

Commission File Number: 000-29727

PARTSBASE, INC.

(Exact Name Of Registrant As Specified In Its Charter)

Delaware

76-0604158

(State or Other Jurisdiction of
Incorporation or Organization)

(IRS Employer Identification No.)

905 Clint Moore Road
Boca Raton, Florida 33487-8233

(Address of Principal Executive Offices)

(561) 953-0700

(Registrant's Telephone Number, Including Area Code)

N/A

(Former Name or Former Address, if Changed Since Last Report)

ITEM 5. OTHER EVENTS

On February 21, 2003, the merger transaction between PartsBase, Inc. (the "Company") and Hammond Acquisition Corp., a corporation owned and controlled by Robert A. Hammond Jr. the Company's President and Chief Executive Officer closed. In accordance with the terms of the merger each outstanding share of the Company's Common Stock, other than shares owned by Robert A. Hammond, Jr. and his affiliates have been converted into the right to receive a \$1.50 in cash. The Company has filed with NASDAQ a request to delist its securities from the NASDAQ National Market system and intends to file with the U.S. Securities and Exchange Commission a Form 15 which will terminate the Company's reporting obligations under the Securities Exchange Act of 1934.

A copy of the Company's press release relating to the consummation of the merger transaction is included herein as Exhibit 99.1 and is incorporated herein by reference and the foregoing descriptions of such document is qualified in its entirety by reference to such exhibit. The press release should be read in conjunction with the Note Regarding Forward Looking Statements, which is

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included in the text of such press release.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(c) Exhibits.

| Exhibit | Description |
|---------|---|
| 99.1 | Press Release Issued by the Company on February 21, 2003 regarding the closing of the Merger Transaction between the Hammond Acquisition Group and the Company. |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PARTSBASE, INC.

/s/ Robert A. Hammond, Jr.

Robert A. Hammond, Jr., President

Date: February 21, 2003

EXHIBIT INDEX

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Exhibit 99.1

PartsBase Merger Transaction Closed

BOCA RATON, Fla., February 21, 2003/Bizwire/ -- PartsBase, Inc. (Nasdaq: PRTS) ("PartsBase") today announced that the merger of Hammond Acquisition Corp. with and into PartsBase, with PartsBase the surviving corporation, became effective today. Hammond Acquisition Corp. is a newly formed company and is wholly-owned by Hammond I, Inc., a Florida corporation wholly-owned by Robert A. Hammond, Jr. Mr. Hammond serves as the President, Chief Executive Officer and Chairman of the Board of Directors of Hammond Acquisition Corp. and PartsBase. In accordance with the terms of the merger, each outstanding share of PartsBase Common Stock, other than shares owned by Robert A. Hammond, Jr. and his affiliates have been converted into the right to receive a \$1.50 in cash. The common stock of PartsBase will cease to be publicly traded and will be delisted from Nasdaq effective close of the market today. PartsBase intends to file a Form 15 with

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the Securities and Exchange Commission to terminate its public company filing obligations under the federal securities laws.

About PartsBase, Inc.

PartsBase, Inc. core business is as an online provider of Internet business-to-business e-commerce services for the aviation industry.

RNpartners, Inc., a wholly owned subsidiary, is a provider of critical care registered nurses for temporary assignment to hospitals in Miami/Dade, Hillsborough, Orange, Palm Beach and Broward counties of the State of Florida.

PartsBase files annual, quarterly and special reports, proxy statements and other information with the SEC. You may read and copy any reports, statements, and other information filed by PartsBase at the SEC public reference room at 450 Fifth Street, N.W. Washington, D.C. 20549. PartsBase's filings with the SEC are also available to the public from commercial document-retrieval services and at the website maintained by the SEC at <http://www.sec.gov>.

Contact: For more information on PartsBase:

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Phone: 561.953.0702 Fax: 561.953.0786

SOURCE PartsBase, Inc.