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AQUACELL TECHNOLOGIES INC

Form 8-K

April 26, 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 AND EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): April 26, 2007

AQUACELL TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------------------|---|
| Delaware | 1-16165 | 33-0750453 |
| ----- (State or other jurisdiction of incorporation) | ----- (Commission File Number) | ----- (IRS Employer Identification No.) |
| 10410 Trademark Street, Rancho Cucamonga, CA | | 91730 |
| ----- (Address of principal executive offices) | | ----- (Zip Code) |

(909) 987-0456

Registrant's telephone number, including area code

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(e))

ITEM 1.01. Entry Into a Material Definitive Agreement.

- (a) On April 26, 2007, the Registrant entered into a Definitive Stock Purchase Agreement with GPM, Inc. ("GPM") to acquire all the issued and outstanding shares of GPM for consideration of 6,250,000 shares of Registrant's common stock and up to \$600,000 in payment of GPM

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liabilities.

ITEM 9.01. Financial Statements and Exhibits.

- (a) (4) Financial Statements will be timely filed after completion of the above described transaction.

- (d) Exhibits.
 - (i) Stock Purchase Agreement dated April 26, 2007.
 - (ii) Press Release dated April 26, 2007.

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.

AQUACELL TECHNOLOGIES, INC.

Date: April 26, 2007

By: /s/ Karen B. Laustsen

Karen B. Laustsen
Secretary