

Edgar Filing: Patient Safety Technologies, Inc - Form 8-K

Patient Safety Technologies, Inc  
Form 8-K  
July 07, 2005

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): June 30, 2005

Patient Safety Technologies, Inc.  
(Exact name of registrant as specified in its charter)

|   |   |  |
|---|---|--|
| Delaware<br>(State or Other Jurisdiction<br>of Incorporation) | 333-124594<br>(Commission File<br>Number) | 13-3419202<br>(I.R.S. Employer<br>Identification Number) |
|---|---|--|

100 Wilshire Blvd., Ste. 1500, Santa Monica, CA 90401  
(Address of principal executive offices) (zip code)

(310) 752-1416  
(Registrant's telephone number, including area code)

Copies to:  
Marc J. Ross, Esq.  
Sichenzia Ross Friedman Ference LLP  
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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))

Item 1.01 Entry Into a Material Definitive Agreement.

During June 2005, Patient Safety Technologies, Inc. (the "Company") was retained by IPEX, Inc. ("IPEX") to serve as a business consultant to IPEX. On June 30, 2005, the Company agreed with IPEX as to the scope of such consulting services and the consideration for such services. The Company has provided and/or will provide if reasonably necessary within the next 12 months, the following services (the "Services") to IPEX: (a) substantial review of IPEX's

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business and operations in order to facilitate an analysis of IPEX's strategic options regarding a turnaround of IPEX's business; (b) providing advice in the following areas: (i) identification of financing sources; (ii) providing capital introductions of financial institutions and/or strategic investors; (iii) evaluation and recommendation of candidates for appointment as officers, directors or employees; (iv) making personnel of the Company available to IPEX to provide services to IPEX on a temporary or permanent basis; (v) evaluation and/or negotiation of merger or sale opportunities, or such other form of transaction or endeavor which IPEX may elect to pursue; and (vi) providing any other services as are mutually agreed upon in writing by the Company and Wolfgang Grabher from time to time; and (c) assisting IPEX in installing a new management team.

Wolfgang Grabher, the majority shareholder of IPEX, former President, former Chief Executive Officer and former director of IPEX, in consideration for the Services, personally agreed to pay to the Company, on or before August 15, 2005 either: (a) 500,000 shares of common stock of IPEX, or (b) \$1,500,000 in cash, as a non-refundable consulting fee. Whether the consulting fee is paid in the form of IPEX common stock or cash is in the sole discretion of Mr. Grabher.

Milton "Todd" Ault, III is Chairman and Chief Executive Officer of the Company and is Chairman and interim Chief Executive Officer of IPEX. Mr. Ault also beneficially owns 20,897,865 shares of IPEX's 28,195,566 outstanding shares of common stock. 18,855,900 of such shares which are beneficially owned by Mr. Ault are pursuant to an irrevocable voting proxy granted to Mr. Ault by Mr. Grabher. Alice Campbell is a director of the Company and is a director of IPEX. The Company's management believes the consulting agreement with IPEX is on terms at least as favorable as could be obtained with unrelated third parties.

Item 9.01 Financial Statements and Exhibits.

(c) Exhibits

| Exhibit Number | Description   |
|----------------|---|
| 10.1           | Consulting Agreement among Wolfgang Grabher and Patient Safety Technologies, Inc.     |
| 10.2           | Agreement between Patient Safety Technologies, Inc. and IPEX, Inc. dated July 7, 2005 |

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### SIGNATURES

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

Patient Safety Technologies, Inc.

Dated: July 7, 2005

By: /s/ Milton Ault

Name: Milton "Todd" Ault, III  
Title: Chief Executive Officer

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