

Converted Organics Inc.  
Form 8-K  
March 12, 2012

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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):

March 7, 2012

CONVERTED ORGANICS INC.

(Exact name of registrant as specified in its charter)

Delaware

001-33304

204075963

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

7A Commercial Wharf West, BOSTON,  
Massachusetts

02110

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

617-624-0111

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:

- 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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**Item 3.02 Unregistered Sales of Equity Securities.**

As previously disclosed, on January 12, 2012, Converted Organics Inc. ("Company") issued a senior secured convertible note, in exchange for the senior secured convertible note issued on November 2, 2011 (which had been previously exchanged for a convertible note issued on April 20, 2011) in the aggregate original principal amount of \$3,474,797.60 (together with the April 20, 2011 convertible note, the "Original Note"), which had \$2,456,595.79 of principal outstanding on January 12, 2012 immediately prior to the exchange, for a senior secured convertible note in the aggregate original principal amount of \$2,456,595.79 (the "Note"), as well as additional consideration. The terms of the Note are substantially identical to the terms of the Original Note (as previously disclosed in the Company's Forms 8-Ks filed April 1, 2011; August 10, 2011; October 20, 2011; and November 3, 2011). Such prior Form 8-K filings are hereby incorporated by referenced herein.

As of March 12, 2012, the principal amount of the Note has declined to \$1,948,990. From February 10, 2012 until March 12, 2012, a total of \$121,418 in principal had been converted into 1,031,500 shares of common stock. Since the issuance of the Original Note, a total of \$1,901,010 in principal (including conversions of the Original Note) had been converted into 1,880,026 shares of common stock (after effect of the November 2011 and March 2012 reverse stock splits). The Note holder is an accredited investor and the shares of common stock were issued in reliance on Section 4(2) under the Securities Act of 1933, as amended.

As of March 12, 2012 the Company had 1,908,490 shares of common stock outstanding.

**Item 8.01 Other Events.**

The Company had previously announced that it anticipated a spin off of Terrasphere Systems to its shareholders. The Company's recent discussions with the potential interested party in the proposed spin off has led the company to conclude that as of this date it does not anticipate a spin off will occur.

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**SIGNATURES**

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.

CONVERTED ORGANICS INC.

*March 12, 2012*

*By: Edward Gildea*

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*Name: Edward Gildea*

*Title: President*