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INFOSONICS CORP
Form 8-K
November 03, 2004

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): October 28, 2004

InfoSonics Corporation

(Exact name of registrant as specified in its charter)

Maryland	005-79915	33-0599368
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

5880 Pacific Center Blvd.
San Diego, CA 92121

(Address of principal executive offices)
(Zip Code)

Registrant's telephone number, including area code (858) 373-1600

Item 1.01 Entry into a Material Definitive Agreement.

On October 28, 2004, the registrant, through its wholly owned subsidiary, Access Mobile, LLC ("Access"), executed an Agreement for Purchase and Sale of Assets (the "Agreement") with The Mobile Solution Corporation, a Delaware corporation ("TMS") by which the leases for six of the registrant's mall-based retail locations were assigned to TMS. The assignment did not release the registrant from future lease obligations with respect to these locations. The Agreement was effective as of October 28, 2004.

Pursuant to the Agreement, TMS agreed to purchase from Access assets consisting of kiosks and related trade fixtures and equipment together with all right,

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title and interest held by Axxess under certain Tenancy Agreements with respect to each of six kiosk locations in Westfield Shoppingtown Centers. TMS paid to Axxess \$150,000.00 upon the execution of the Agreement. Additionally, TMS agreed to assume all of Axxess' obligations under Axxess' existing contracts with respect to the security system and its monitoring, DSL, and telephone lines.

The Agreement includes both Buyer's and Seller's indemnification clauses in which TMS and Axxess agree to indemnify and hold harmless the other party upon the occurrence of certain events.

Item 2.01 Completion of Acquisition or Disposition of Assets.

On October 28, 2004, the registrant, through its wholly owned subsidiary, Axxess, entered into the agreement described under Item 1.01 above.

Item 8.01 Other Events

On October 29, 2004, the registrant issued the press release attached hereto as Exhibit 99.1.

Item 9.01(c) Exhibits.

Exhibit

Number

Exhibit Title

10.1	Agreement for Purchase and Sale of Assets between Axxess and TMS.
99.1	Press Release issued by registrant October 29, 2004.

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.

Date: November 3, 2004

INFOSONICS CORPORATION

By: /s/ Jeffrey Klausner

Jeffrey Klausner
Chief Financial Officer