

ASSURANCEAMERICA CORP

Form 8-K

August 16, 2004

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**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, 2004

**ASSURANCEAMERICA CORPORATION**

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(Exact name of Registrant as specified in its charter)

Nevada

0-06334

87-0281240

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(State or other  
jurisdiction of  
incorporation or  
organization

(Commission File No.)

(IRS Employer  
Identification No.)

RiverEdge One  
Suite 600  
5500 Interstate North Parkway  
Atlanta, Georgia 30328

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(Address of principal executive offices, including zip code)

(770) 933-8911

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(Registrant's telephone number, including area code)

N/A

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(Former Name if Changed Since Last Report)

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Item 5. Other Events

SIGNATURE

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**Item 5. Other Events**

On June 30, 2004, AssuranceAmerica Corporation (the Company) entered into a Stock Purchase Agreement (the Stock Purchase Agreement) with Heritage Assurance Partners, L.P. (Heritage) and issued Heritage 240,000 shares of the Company's Series A Convertible Preferred Stock for a total investment of \$1.2 million. Pursuant to the terms of the Stock Purchase Agreement, on August 13, 2004, the Company issued Heritage an additional 186,000 shares of the Company's Series A Convertible Preferred Stock for a total investment of \$930,000. Each share of Series A Convertible Preferred Stock is currently convertible into ten shares of common stock. The total number of shares purchased by Heritage pursuant to the Stock Purchase Agreement represents approximately 8.6% of the Company's outstanding capital stock on an as-converted-to-common stock basis. In connection with Heritage's investment, the Company appointed Sam Zamarripa, a partner with Heritage Capital Advisors, an affiliate of Heritage, to the Company's Board of Directors to fill a vacancy.

**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.

**ASSURANCEAMERICA  
CORPORATION**

Date: August 13, 2004

/s/ Robert J. Cormican

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Robert J. Cormican  
Senior Vice President and Chief Financial  
Officer