

Edgar Filing: ASSURANCEAMERICA CORP - Form 8-K

ASSURANCEAMERICA CORP
Form 8-K
September 14, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): September 14, 2004

ASSURANCEAMERICA CORPORATION
(Exact name of Registrant as specified in its charter)

| | | |
|---|-----------------------|--------------------------------------|
| Nevada | 0-06334 | 87-0281240 |
| (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
(Address of principal executive offices, including zip code)

(770) 933-8911
(Registrant's telephone number, including area code)

N/A
(Former Name 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 (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 8.01 Other Events

On July 31, 2004, AssuranceAmerica Corporation (the "Company") purchased substantially all of the assets of Thomas-Cook Holding Company (the "Seller") pursuant to an Asset Purchase Agreement (the "Agreement") with Trustway Insurance Agencies, LLC, the Seller and James C. Cook. Pursuant to the Agreement, as consideration for the purchased assets, the Company paid the Seller \$462,000 in cash, issued the Seller a promissory note in the amount of \$1,078,000, and issued the Seller 1,320,000 shares of the Company's common

Edgar Filing: ASSURANCEAMERICA CORP - Form 8-K

stock.

A portion of the Seller's assets that the Company purchased were subject to a right of first refusal held by Worldwide Insurance Network, Inc. ("WIN") to purchase such assets (the "WIN Assets"). On August 31, 2004, WIN filed a lawsuit in the Superior Court of Guilford County, North Carolina seeking, among other things: (a) a temporary restraining order and preliminary and permanent injunction restraining the Seller from transferring the WIN Assets to the Company; (b) a declaratory judgment that any such transfer of the WIN Assets to the Company would be invalid; and (c) damages and costs from the Company for tortious interference with contract. The Seller subsequently agreed not to transfer the WIN Assets to the Company. The Company, the Seller and WIN are in the process of negotiating a definitive settlement that is mutually agreeable to all parties.

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: September 14, 2004

/s/ Robert J. Cormican

Robert J. Cormican
Senior Vice President and Chief
Financial Officer