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CHANGE TECHNOLOGY PARTNERS INC  
Form 425  
February 06, 2004

Filed by Change Technology Partners, Inc.  
Subject Company - Change Technology Partners, Inc.  
Filed pursuant to Rule 425 under the Securities Act of 1933  
and deemed Filed pursuant to Rule 14a-12 under the  
Securities Exchange Act of 1934  
SEC File No. : 000-13347

FOR IMMEDIATE RELEASE  
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CHANGE TECHNOLOGY PARTNERS, INC. ANNOUNCES ESTIMATED SHARES TO BE ISSUED IN  
PROPOSED MERGER

GREENWICH, CT FEBRUARY 6, 2004 - Change Technology Partners (OTCBB: CTPI) announced today that in conjunction with the proposed merger (the "Merger") of CTP/N Merger Corp. ("CTP/N"), CTPI's wholly owned subsidiary, with and into Neurologix, Inc. ("Neurologix"), CTPI expects to issue approximately 385,207,960 shares of CTPI's common stock to holders of outstanding securities of Neurologix. This estimate is based on the value of CTPI's Net Cash Assets as of February 4, 2004, as defined in the Agreement and Plan of Merger entered into by and among CTPI, CTP/N and Neurologix, dated as of August 13, 2004 and amended as of November 14, 2003. The exact number of shares to be issued will not be determined until immediately prior to the effective time of the Merger and will be based on the value of CTPI's Net Cash Assets at such time.

CTPI will hold a special meeting of stockholders at 537 Steamboat Road, Greenwich, Connecticut 06830, on February 9, 2004 at 10:00 a.m., local time. At the special meeting, CTPI's stockholders will be asked to consider, approve and adopt resolutions relating to the Merger and amendments to CTPI's certificate of incorporation.

ABOUT NEUROLOGIX, INC.

Neurologix, Inc. ([www.neurologix.net](http://www.neurologix.net)) is a leader in the development of proprietary therapies for the treatment of disorders of the brain and the central nervous system.

ABOUT CHANGE TECHNOLOGY PARTNERS, INC.

Change Technology Partners, Inc. (OTCBB: CTPI) ([WWW.CHANGE.COM](http://WWW.CHANGE.COM)) has no revenue-generating operations. The assets of CTPI are primarily cash and cash equivalents.

In connection with the merger and related transactions, CTPI has filed relevant materials with the Securities and Exchange Commission (the "SEC"), including a Registration Statement under the Securities Act of 1933, as amended (the "Securities Act"), that contains a prospectus and proxy solicitation statement. Because these documents contain important information, CTPI stockholders are urged to read them. They are available

without charge at the SEC's website, [www.sec.gov](http://www.sec.gov). Additional copies of the

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transaction-related documents may be obtained at CTPI's expense by contacting Dan Sullivan of Mackenzie Partners, Inc. at (800) 322-2885.

CTPI and certain of its officers and directors may be deemed to be participants in CTPI's solicitation of proxies from the holders of their common stock in connection with the merger and related transactions. Investors may obtain information regarding the interests of the participants by reading the prospectus and proxy solicitation statement.

This communication shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act.

This press release includes certain statements of CTPI that may constitute "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, and which are made pursuant to the Private Securities Litigation Reform Act of 1995. These forward-looking statements and other information relating to CTPI are based upon the beliefs of management and assumptions made by and information currently available to CTPI. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events, or performance, as well as underlying assumptions and statements that are other than statements of historical fact, including statements regarding CTPI's proposed merger with Neurologix, Inc. When used in this document, the words "expects," "anticipates," "estimates," "plans," "intends," "projects," "predicts," "believes," "may" or "should," and similar expressions and the negatives thereof, are intended to identify forward-looking statements. These statements reflect the current view of the CTPI's management with respect to future events. Many factors could cause the actual results, performance or achievements of CTPI to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements, including, but not limited to, the risk that the merger is not consummated, and the risks that, even if the merger is consummated, Neurologix may be unable to develop effective therapies for the treatment of disorders of the brain or central nervous system, or if developed may be unable to commercialize those developments, or may be unable to secure sufficient financing for its development and commercialization efforts.

### CONTACT:

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