

ARC WIRELESS SOLUTIONS INC
Form 8-K
July 03, 2012

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): June 25, 2012

ARC Wireless Solutions, Inc.

(Exact Name of Registrant as Specified in its Charter)

Utah

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(State or other jurisdiction of incorporation)

000-18122

(Commission File Number)

87-0454148

(IRS Employer Identification No.)

6330 North Washington Street, Suite 13

80216-1146

Denver, Colorado

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: **303-467-5236**

Former Name or Former Address, if Changed Since Last Report: **Not applicable**

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))

Item 1.01: Entry into a Material Definitive Agreement.

Amendment to AFT Acquisition Agreement

On April 6, 2012, ARC Wireless Solutions, Inc. (the “Company”) entered into a Purchase Agreement (the “AFT Acquisition Agreement”) with Precision Castparts Corp. (“PCC”) and AFT Europa KFT (“AFTE,” and together with PCC, the “Sellers”). The AFT Acquisition is described in Item 1.01 of the Company’s Form 8-K, as filed with the U.S. Securities & Exchange Commission on April 12, 2012, which is incorporated herein by reference thereto (such acquisition is referred to herein as the “AFT Acquisition”).

The AFT Acquisition Agreement provided that such agreement may be terminated under certain conditions, including if the closing has not occurred by June 25, 2012 (but this right is not available to any party whose failure to fulfill any obligation under the AFT Acquisition Agreement is the cause for the closing not to have occurred). As of June 25, 2012 the Sellers and the Company entered into the First Amendment to the AFT Acquisition Agreement, pursuant to which they have changed the date by which the AFT Acquisition must be completed from June 25, 2012 to August 6, 2012.

Waiver to QMT Acquisition Agreement

On April 6, 2012, the Company entered into a Membership Interest Purchase Agreement (the “QMT Acquisition Agreement”) with Quadrant Management, Inc. (“Quadrant”), Quadrant Metals Technologies, LLC (“QMT”), and certain other sellers. The QMT Acquisition Agreement provides for an acquisition which is described in Item 1.01 of the Company’s Form 8-K, as filed with the U.S. Securities & Exchange Commission on April 12, 2012, which is incorporated herein by reference thereto (such acquisition is referred to herein as the “QMT Acquisition”).

As of June 25, 2012 the Company and QMT, acting on behalf of Quadrant, QMP Holding Corp., QTS Holding Corporation, John Schoemer, Arlan Clayton, Robert Marten, QMT and Carret P.T., LP., entered into a Waiver to the QMT Acquisition Agreement, pursuant to which parties thereto have delayed the date by which the QMT Acquisition must be completed from June 25, 2012 to August 6, 2012.

Item 8.01: Other Events.

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On July 3, 2012, the Company filed Amendment No. 1 to the Preliminary Proxy Statement with the U.S. Securities and Exchange Commission (the “Amended Preliminary Proxy Statement”). The Amended Preliminary Proxy Statement revises the Preliminary Proxy Statement filed on April 13, 2012 responsive to comments from the U.S. Securities & Exchange Commission and contains additional information and financial statements (audited and unaudited).

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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.

ARC Wireless Solutions, Inc.
(Registrant)

Date: July 3, 2012 By: /s/ Theodore Deinard
Name: Theodore Deinard
Title: Interim Chief Executive Officer