

SYNBIOTICS CORP
Form 8-K
October 07, 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 3, 2004

SYNBIOTICS CORPORATION

(Exact name of registrant as specified in its charter)

Commission file number 0-11303

California
(State or other jurisdiction

of incorporation)

11011 Via Frontera

San Diego, California
(Address of principal executive offices)

95-3737816
(I.R.S. Employer

Identification No.)

92127
(Zip Code)

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Registrant's telephone number, including area code: (858) 451-3771

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 communication 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))
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Item 3.02. Unregistered Sales of Equity Securities.

On October 3, 2004, we entered into a Series C Purchase Agreement (the Series C Agreement) with Franklin Kling. Under the Series C Agreement we sold to Mr. Kling 50 newly-issued shares of unregistered Series C Preferred Stock for \$50,000 in cash. Each share of Series C Preferred Stock is convertible at any time into 7,785 unregistered shares of our common stock (subject to anti-dilution adjustments). This transaction was a Section 4(2) private offering, involving no underwriters.

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.

SYNBIOTICS CORPORATION

Date: October 7, 2004

/s/ Keith A. Butler

Keith A. Butler
Vice President - Finance and Chief Financial Officer