

ARI NETWORK SERVICES INC /WI  
Form 8-K/A  
July 14, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K/A**

**(Amendment No. 1)**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): April 27, 2009

**ARI Network Services, Inc.**

(Exact name of registrant as specified in its charter)

Edgar Filing: ARI NETWORK SERVICES INC /WI - Form 8-K/A

|                                                   |                          |                                      |
|---------------------------------------------------|--------------------------|--------------------------------------|
| WISCONSIN                                         | 0-19608                  | 39- 1388360                          |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

|                                                   |            |
|---------------------------------------------------|------------|
| 11425 W. Lake Park Drive, Milwaukee,<br>Wisconsin | 53224      |
| (Address of principal executive office)           | (Zip Code) |

Registrant's telephone number, including area code (414) 973-4300

N/A

(Former name or former address, 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.

- ☐ 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))

**Note:**

ARI Network Services, Inc. is re-issuing this Amendment No. 1 to its current report on Form 8-K to include language which, due to an administrative error, was inadvertently omitted from Note "a" to the Unaudited Pro Forma Combined Financial Statements of ARI Network Services, Inc. and Channel Blade Technologies Corporation, attached as Exhibit 99.3.

**Item 2.01**

**Completion of Acquisition or Disposition of Assets**

As previously reported in its Current Report on Form 8-K filed on May 1, 2009, ARI Network Services, Inc. (the Company ) announced that it completed the acquisition of substantially all of the assets of Channel Blade Technologies Corporation ( Channel Blade ) pursuant to the terms of an Asset Purchase Agreement dated as of April 27, 2009 by and among Channel Blade, Charles Lewis, Michael Sifen and the Company. This Current Report on Form 8-K/A is being filed to provide certain audited financial statements and certain unaudited pro forma information required by Item 9.01 of Form 8-K.

**Item 9.01**

**Financial Statements and Exhibits**

(a)

**Financial Statements of Businesses Acquired**

Attached hereto as Exhibit 99.2 are the audited financial statements of Channel Blade as of and for the fiscal year ended July 31, 2008 and the period from August 1, 2008 to April 27, 2009, including the Report of the Independent Registered Public Accounting Firm; Balance Sheets as of July 31, 2008 and April 27, 2009; Statements of Operations for the fiscal year ended July 31, 2008 and the period from August 1, 2008 to April 27, 2009; Statements of Shareholders' Deficit for the fiscal year ended July 31, 2008 and the period from August 1, 2008 to April 27, 2009; Statements of Cash Flows for the fiscal year ended July 31, 2008 and the period from August 1, 2008 to April 27, 2009; and Notes to the Financial Statements.

(b)

Pro Forma Financial Information

Attached hereto as Exhibit 99.3 are the unaudited pro forma combined financial statements of the Company and Channel Blade.

(d)

Exhibits

| <u>Exhibit No.</u> | <u>Description</u>                                                                                                                                                                        |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1                | Asset Purchase Agreement, dated April 27, 2009, by and among Channel Blade Technologies Corporation, the stockholders of Channel Blade Technologies, Inc. and ARI Network Services, Inc.* |
| 4.1                | Non-Negotiable Secured Subordinated Promissory Note, dated April 27, 2009.*                                                                                                               |
| 4.2                | Subordinated Security Agreement, dated April 27, 2009, by and between ARI Network Services, Inc. and Channel Blade Technologies Corporation*                                              |
| 23.1               | Consent of Independent Registered Public Accounting Firm.                                                                                                                                 |
| 99.1               | Press Release issued on May 1, 2009.*                                                                                                                                                     |
| 99.2               | Audited Financial Statements of Channel Blade Technologies Corporation as of and for the year ended July 31, 2008 and the period from August 1, 2008 to April 27, 2009.                   |
| 99.3               | Unaudited pro forma combined financial statements of ARI Network Services, Inc. and Channel Blade Technologies Corporation                                                                |

\* Previously filed.

## **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.

ARI Network Services, Inc.

(Registrant)

Date: July 13, 2009

By: /s/ Brian E. Dearing

Brian E. Dearing

Chairman of the Board and Acting Chief

Financial Officer

## EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u>                                                                                                                                                                        |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 2.1                | Asset Purchase Agreement, dated April 27, 2009, by and among Channel Blade Technologies Corporation, the stockholders of Channel Blade Technologies, Inc. and ARI Network Services, Inc.* |
| 4.1                | Non-Negotiable Secured Subordinated Promissory Note, dated April 27, 2009.*                                                                                                               |
| 4.2                | Subordinated Security Agreement, dated April 27, 2009, by and between ARI Network Services, Inc. and Channel Blade Technologies Corporation*                                              |
| 23.1               | Consent of Independent Registered Public Accounting Firm.                                                                                                                                 |
| 99.1               | Press Release issued on May 1, 2009.*                                                                                                                                                     |
| 99.2               | Audited Financial Statements of Channel Blade Technologies Corporation as of and for the year ended July 31, 2008 and the period from August 1, 2008 to April 27, 2009.                   |
| 99.3               | Unaudited pro forma combined financial statements of ARI Network Services, Inc. and Channel Blade Technologies Corporation                                                                |

\* Previously filed.