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LITHIUM TECHNOLOGY CORP

Form 8-K/A

April 15, 2003

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

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FORM 8-K/A

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 4, 2002

LITHIUM TECHNOLOGY CORPORATION  
(Exact Name of Registrant as Specified in Charter)

Delaware	1-10446	13-3411148
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(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification No.)
5115 Campus Drive, Plymouth Meeting, PA		19462
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(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code: (610) 940-6090  
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\_\_\_\_\_  
(Former Name or Former Address, if Changed Since Last Report)

Item 7. Financial Statement Pro Forma Information and Exhibits.

Item 7 (b) is hereby amended in its entirety.

(b) Proforma Financial Information ..... F-15

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 thereunto duly authorized.

Date: April 14, 2003

LITHIUM TECHNOLOGY CORPORATION  
(Registrant)

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By: /s/ David J. Cade

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David J. Cade  
Chairman and Chief Executive Officer

By: /s/ Ralf Tolksdorf

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Ralf Tolksdorf  
Chief Financial Officer

### UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS

The following Unaudited Pro Forma Combined Condensed Financial Statements of Lithium Technology Corporation (LTC) and GAIA Holding B. V. (GAIA Holding), a private limited liability company incorporated under the laws of the Netherlands, give effect to the share exchange between LTC and GAIA Holding under the purchase method of accounting prescribed by SFAS 141, Business Combinations. These pro forma statements are presented for illustrative purposes only. The pro forma adjustments are based upon available information and assumptions that management believes are reasonable. The Unaudited Pro Forma Combined Condensed Financial Statements do not purport to represent what the results of operations or financial position of LTC would actually have been if the share exchange had in fact occurred on January 1, 2001, nor do they purport to project the results of operations or financial position of LTC for any future period or as of any date, respectively. Under the purchase method of accounting, tangible and identifiable intangible assets acquired and liabilities assumed are recorded at their estimated fair values. The estimated fair values and useful lives of assets acquired and liabilities assumed are based on a management's estimates and are subject to formal valuation adjustments.

These Unaudited Pro Forma Combined Condensed Financial Statements do not give effect to any restructuring costs or to any potential cost savings or other operating efficiencies that could result from the share exchange between LTC and GAIA Holding. The consolidated financial statements of LTC for the year ended December 31, 2001, are derived from audited consolidated financial statements and are included in Form 10-KSB filed by LTC on March 28, 2002, with the Securities and Exchange Commission. The consolidated financial statements of LTC for the nine months ended September 30, 2002, are derived from unaudited financial statements and are included in Form 10-QSB filed by LTC on November 14, 2002, with the Securities and Exchange Commission. The historical consolidated financial statements of GAIA Holding for the year ended December 31, 2001 and the nine months ended September 30, 2002, are derived from certain audited and unaudited financial statements contained in the first amended Current Report on Form 8K.

You should read the financial information in this section along with LTC's and GAIA Holding's historical consolidated financial statements and accompanying notes in prior Securities and Exchange Commission filings.

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Lithium Technology Corporation

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Unaudited Pro Forma Combined Condensed Balance Sheet  
With GAIA Holding B.V.  
September 30, 2002

	Lithium Technology Corporation -----	GAIA Holding B.V. (G) -----	Promissory Note Conversion Adjustment (A) -----
<b>ASSETS</b>			
Cash and cash equivalents	\$ 20,000	\$ 77,000	
Inventories	--	55,000	
Prepaid insurance and deferred charges	137,000	445,000	
Total current assets	157,000	577,000	
Due from related parties	--	2,407,000	
Property and equipment, less accumulated depreciation	258,000	4,292,000	
Other assets	21,000	143,000	
Goodwill			
Intangibles, less accumulated amortization			
	\$ 436,000	\$ 7,419,000	\$ -

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Lithium Technology Corporation  
Unaudited Pro Forma Combined Condensed Balance Sheet  
With GAIA Holdings B.V.  
September 30, 2002

### LIABILITIES AND STOCKHOLDER'S EQUITY (DEFICIENCY)

Accounts payable	\$ 475,000	\$ 668,000	
Accrued salaries	201,000		
Notes payable	65,000		
Convertible promissory notes	1,915,000		\$ (1,915,000)
Non-convertible promissory notes	500,000		
Other current liabilities and accrued expenses		468,000	
Total current liabilities	3,156,000	1,136,000	(1,915,000)

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LONG-TERM LIABILITIES		
Convertible promissory notes	3,949,000	
Loans from financial institutions		1,617,000
Subordinated loan from related party		20,039,000
Silent partnership loans-related party		2,407,000
Silent partner loans		1,947,000
Total long term liabilities	3,949,000	26,010,000

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Lithium Technology Corporation  
 Unaudited Pro Forma Combined Condensed Balance Sheet  
 With GAIA Holding B.V.  
 September 30, 2002

STOCKHOLDER'S EQUITY (DEFICIENCY)			
Preferred stock			
Common stock	643,000	99,000	239,000
Additional paid-in capital	70,358,000	1,557,000	1,676,000
Cumulative translation adjustments		1,000	
Accumulated deficit	(6,865,000)	(175,000)	
Deficit accumulated during development stage	(70,805,000)	(21,209,000)	
Total stockholder's equity (deficiency)	(6,669,000)	(19,727,000)	1,915,000
Total liabilities and stockholder's equity (deficiency)	\$ 436,000	\$ 7,419,000	\$ -

See accompanying notes.

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Lithium Technology Corporation  
 Unaudited Pro Forma Combined Condensed Statement of Operations

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With GAIA Holdings B.V.  
For the Nine Months Ended September 30, 2002

	Lithium Technology Corporation	GAIA Holding B. V. (G)	Promissory Note Conversion Adjustment (A)
REVENUES:			
Development contracts and research grants	\$ 83,000	\$ 567,000	
COSTS AND EXPENSES:			
Engineering, research and development	1,314,000	1,719,000	
General and administrative	1,183,000	785,000	
Stock based compensation expense	2,755,000	295,000	
Amortization of intangibles			
	5,252,000	2,799,000	
OTHER INCOME (EXPENSE):			
Interest expense, net of interest income	(6,000)	(800,000)	
Interest expense related to beneficial conversion feature	(18,714,000)		
Gain on insurance recovery	30,000		
	(18,690,000)	(800,000)	
NET LOSS	\$ (23,859,000)	\$ (3,032,000)	
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING			
	63,922,355		23,932,087 (F)
BASIC AND DILUTED NET LOSS PER SHARE	\$ (0.37)		

See accompanying notes.

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Lithium Technology Corporation  
Unaudited Pro Forma Combined Condensed Statement of Operations  
With GAIA Holdings B. V.  
For the Year Ended December 31, 2001

	Lithium Technology Corporation	GAIA Holding B. V. (G)	Promissory Note Conversion Adjustment (A)
REVENUES:			
Development contracts and research grants	\$ 22,000	\$ 410,000	
COSTS AND EXPENSES:			
Engineering, research and development	1,060,000	2,149,000	

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General and administrative	954,000	1,075,000
Stock based compensation expense	469,000	326,000
Intangibles expensed		
Amortization of intangibles	2,483,000	3,550,000
OTHER INCOME (EXPENSE):		
Interest expense, net of interest income	(7,000)	(1,058,000)
Interest expense related to beneficial conversion feature	(80,000)	
Gain on sale of subsidiary		149,000
	(87,000)	(909,000)
NET LOSS	\$ (2,548,000)	\$ (4,049,000)
WEIGHTED AVERAGE NUMBER OF COMMON SHARES OUTSTANDING	51,303,305	23,932,087 (F)
BASIC AND DILUTED NET LOSS PER SHARE	\$ (0.05)	

See accompanying notes

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### NOTES TO UNAUDITED PRO FORMA COMBINED CONDENSED FINANCIAL STATEMENTS

On October 4, 2002, LTC closed the Share Exchange pursuant to which LTC acquired 60% of the outstanding shares of GAIA Holding. On December 13, 2002, LTC acquired the remaining 40% of the outstanding shares of GAIA Holding in accordance with a Share Exchange Agreement dated November 25, 2002. The transaction has been accounted for as a reverse acquisition whereby the total purchase price of the share exchange has been allocated on a preliminary basis to LTC, primarily intangibles and in process research and development.

The unaudited pro forma combined condensed balance sheet as of September 30, 2002 has been prepared as if the share exchange and the other transactions had occurred on that date. The unaudited pro forma combined condensed statement of operations for the nine months ended September 30, 2002 and for the year ended December 31, 2001 assumes that the share exchange and the other transactions were consummated on January 1, 2001.

The adjustments to the unaudited pro forma combined condensed financial statements for the year ended December 31, 2001 and the nine months ended September 30, 2002 are as follows:

(A) To reflect the conversion of \$1,914,567 principal of LTC non-interest bearing promissory notes into 23,932,087 shares of LTC common stock.

(B) To reflect the issuance of 60,000 shares of LTC preferred stock on October 4, 2002, in connection with the share exchange, which are convertible into 66,804,314 shares of LTC common stock. Also, to reflect the issuance of 40,000 shares of LTC preferred stock on December 18, 2002, in connection with the November 25, 2002 Share Exchange Agreement, which are convertible into 44,536,210 shares of LTC common stock.

The share exchange between LTC and GAIA Holding has been accounted for as a reverse acquisition. The purchase price has been determined as a step

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acquisition, based on the fair market value LTC's outstanding shares at the date of the exchanges, with 84% of outstanding shares deemed acquired in the first exchange and 18% in the second exchange. There were 64,303,305 shares outstanding prior to the exchanges. The first exchange was based on the LTC closing price (\$0.11) as of October 4, 2002. The October 4, 2002 date was used because there were significant modifications made to the agreement through the date of closing on October 4, 2002. The value of the shares for the second exchange (\$0.09) was based on the LTC closing price on December 5, 2002 when the agreement was finalized and announced.

### Estimated Purchase Price.

First Exchange (84% of 64,303,305 shares at \$0.11 per share)	\$ 5,942,000
Second Exchange (16% of 64,303,305 shares at \$0.09 per share)	926,000
Fair value of LTC options and warrants	133,000
Transaction cost incurred by GAIA	52,000

Total purchase price	\$ 7,053,000
	=====

### Assets acquired:

Cash	\$ 20,000
Prepaid and other current assets	137,000
Property and equipment	315,000
Intangible assets - patents	8,000,000
In-process R&D (expensed)	3,700,000
Goodwill	1,965,000
Other assets	21,000

Total assets acquired	14,158,000
	=====

### Liabilities assumed:

Accounts payable	475,000
Accrued salaries	201,000
Notes payable	65,000
Promissory notes converted	1,915,000
Convertible debt securities	4,449,000

Total liabilities assumed	7,105,000
	=====

Net assets acquired	\$ 7,053,000
	=====

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Deferred taxes have not been recorded since deferred tax assets on net operating losses are recognizable to offset the amount of deferred tax liability recognized in purchase accounting.

(C) To reflect the issuance of 600 and 400 shares of LTC preferred shares issued in the Share Exchange.

(D) The share exchange between LTC and GAIA Holding has been accounted for as a reverse acquisition. These adjustments reflect the elimination of LTC's historical additional paid in capital, accumulated deficit and deficit accumulated during the development stage and GAIA Holding's historical common stock since GAIA Holding will be the acquirer for accounting purposes.

(E) Amortization of Intangibles using an estimated useful life of twelve years.

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(F) The weighted average number of common shares outstanding and the basic and diluted net loss per share have been stated to include the conversion of \$1,914,567 principal of LTC promissory notes into 23,932,087 shares of LTC common stock and the conversion of the LTC preferred stock issued in the share exchange into 111,340,524 shares of LTC common stock.

(G) Conversion rates from EUR into US Dollars of GAIA Holding for purposes of preparing the Unaudited Pro Forma Combined Financial Statements are as follows:

Balance Sheet as of September 30, 2002. (0.9882286). Operating results year ended December 31, 2001. (89541222). Operating results nine months ended September 30, 2002. (0.926).

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