

RUBICON FINANCIAL INC
Form 8-K
August 01, 2007
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) July 30, 2007

RUBICON FINANCIAL INCORPORATED

(Exact name of registrant as specified in its charter)

| | | |
|--|---------------------------------------|---|
| Delaware (State or other jurisdiction of incorporation) | 000-29315 (Commission File Number) | 13-3349556 (IRS Employer Identification No.) |
|--|---------------------------------------|---|

19200 Von Karman, Suite 350

| | |
|--|---------------------|
| Irvine, California (Address of Principal Executive Offices) | 92612 (Zip Code) |
|--|---------------------|

Registrant's telephone number, including area code (949) 798-7220

Copies of Communications to:

Stoecklein Law Group

4695 MacArthur Court, 11th Floor

Newport Beach, CA 92660

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(949) 798-5541

Fax (949) 258-5112

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))
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Section 5 Corporate Governance and Management

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointments of Principal Officers.

(d) Election of a New Director

On July 30, 2007, the Registrant held its annual shareholders' meeting in which the six existing directors of the Registrant were reelected and Mr. Todd Vande Hei was elected as a new member of the board of directors. Mr. Vande Hei will also serve as a member of the Registrant's Governance, Compensation and Nominating Committee. Additionally, Mr. Vande Hei will be entitled to the established directors' compensation of 2,500 restricted shares for each year of service as well as \$500 for each meeting of the board and travel expenses, if required, which shall not exceed \$2,000 per annum. Mr. Vande Hei will not receive any additional compensation for serving as a member of the Governance, Compensation and Nominating Committee.

Todd Vande Hei, is currently a manager and member of several Real Estate-related LLC's, including Real Estate holding, new construction, and property management. From 1998 through 2005 he held the following positions at Fabrica International (Santa Ana, CA), a Carpet and Rug Manufacturer, Distributor, Importer/Exporter, and a wholly-owned subsidiary of The Dixie Group (Chattanooga, TN), including Officer and Vice President of The Dixie Group: President, Vice President of Sales, and Regional Manager. From 1995 to 1998 he was the owner-operator of a Manufacturers' Agency in the Flooring Industry and a Regional Vice President of Shaw Industries, a division of Berkshire Hathaway. From 1992 to 1995 he held the position of Group President for College Craft Enterprises, managing the Chicago Metropolitan Area's Operations, Sales and Marketing. From 1990 to 1992 Mr. Vande Hei worked in Sales for Fabrica International. He is a graduate of the Leadership for Extraordinary Performance Program at the University of Virginia's Darden School of Business and was a trainer at The Dixie Group's Leadership Legacy Program. In 1990 he graduated from St. John's University with a B.A. in Management.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

On July 30, 2007, the Registrant held its annual shareholders' meeting whereby the shareholders approved a Certificate of Amendment to the Registrant's Certificate of Incorporation authorizing 10 million blank check Preferred Shares.

A copy of the Certificate of Amendment is attached hereto as Exhibit 3(i)(g).

Section 9 Financial Statements and Exhibits

Item 9.01 EXHIBITS

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 3(i)(g) | Amendment to Certificate of Incorporation authorizing blank check Preferred Stock |

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.

Rubicon Financial Incorporated

By: /s/ Joseph Mangiapane, Jr.

Joseph Mangiapane, Jr., Chief Executive Officer

Date: July 31, 2007