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CONVERSION SERVICES INTERNATIONAL INC

Form 8-K

March 16, 2004

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported) March 4, 2004

Conversion Services International, Inc.

(Exact name of registrant as specified in its charter)

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| Delaware ----- (State or other jurisdiction of incorporation) | 0-30420 ----- (Commission File Number) | 20-1010495 ----- (IRS Employer Identification No.) |
|--|--|---|

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|--|------------------------------|
| 100 Eagle Rock Avenue East Hanover, New Jersey ----- (Address of principal executive offices) | 07936 ----- (Zip Code) |
|--|------------------------------|

Registrant's telephone number, including area code (973) 560-9400

(Former name or former address, if changed since last report)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS.

On March 4, 2004, Conversion Services International, Inc. (the "Company") completed the merger of its wholly owned subsidiary, DeLeeuw Conversion LLC ("DCL"), with DeLeeuw Associates, Inc., a privately-held New Jersey corporation ("DAI"). The merger was completed pursuant to that certain Acquisition Agreement among the Company, DAI and Robert C. DeLeeuw ("Mr. DeLeeuw"), and that certain Plan and Agreement of Merger and Reorganization among the Company, DAI and DCL. At the closing of the merger, DAI was merged with and into DCL, and Mr. DeLeeuw received \$2,000,000 and 80,000,000 shares of common stock of the Company

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(approximately 11.9% of the outstanding shares). On March 5, 2004, DCL changed its name to DeLeeuw Associates, LLC ("DAI").

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements of Business Acquired. The financial statements required by Item 7(a) will be filed no later than May 3, 2004.

(b) Pro Forma Financial Information. The financial statements required by Item 7(b) will be filed no later than May 3, 2004.

(c) Exhibits.

Set forth below is a list of Exhibits included as part of this Current Report.

- 2.1 Acquisition Agreement, dated February 27, 2004, among the Company, DAI and Mr. DeLeeuw.
- 2.2 Plan and Agreement of Merger and Reorganization, dated February 27, 2004, among the Company, DAI and DCL.
- 2.3 Certificate of Merger relating to the merger of DAI and DCL in Delaware.
- 2.4 Certificate of Merger relating to the merger of DAI and DCL in New Jersey.
- 2.5 Certificate of Amendment to Certificate of Formation relating to name change of DCL.
- 99.1 Press Release of CSI, dated February 26, 2004, relating to the merger transaction.

Statements contained in this Current Report on Form 8-K, which are not historical facts, are forward-looking statements as that term is defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are based largely on current expectations and are subject to a number of known and unknown risks, uncertainties and other factors beyond our control that could cause actual events and results to differ materially from these statements. These statements are not guarantees of future performance, and readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this release. We undertake no obligation to update publicly any forward-looking statements.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

March 11, 2004

CONVERSION SERVICES INTERNATIONAL, INC.

By: /s/ Scott Newman

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Name: Scott Newman
Title: President and Chief Executive Officer