

LOGICVISION INC  
Form 8-K/A  
April 18, 2005

---

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

---

**FORM 8-K/A**

---

**AMENDMENT NO. 3 TO  
CURRENT REPORT**  
Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

**Date of Report (Date of earliest event reported): November 5, 2004**

---

**LOGICVISION, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**0-31773**  
(Commission File Number)

**94-3166964**  
(I.R.S. Employer  
Identification Number)

**25 Metro Drive, Third Floor  
San Jose, California 95110**  
(Address of principal executive offices and zipcode)

**Telephone: (408) 453-0146**  
(Registrant's telephone number, including area code)

---

(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))
-

**Item 9.01 Financial Statements and Exhibits.**

This Item 9.01 and the corresponding Exhibit Index amends the corresponding Item in the Registrant's Current Report on Form 8-K (and Amendments No. 1 and No. 2 thereto) dated November 5, 2004.

**(a) Financial statements of business acquired**

The following financial statements of SiVerion, Inc., together with the independent auditor's report thereon signed by Sarvas, King & Coleman, P.C., were previously filed as Exhibit 99.2 to Amendment No. 2 to this report:

- Balance Sheets as of August 31, 2004 and October 31, 2003.
- Statements of Operations for the Ten Months Ended August 31, 2004 and the Year Ended October 31, 2003.
- Statements of Changes in Shareholders' Deficit for the Ten Months Ended August 31, 2004 and the Year Ended October 31, 2003.
- Statements of Cash Flows for the Ten Months Ended August 31, 2004 and the Year Ended October 31, 2003.
- Notes to Financial Statements.

**(b) Pro forma condensed combined financial information**

The following unaudited pro forma condensed combined financial information were previously filed as Exhibit 99.3 to Amendment No. 2 to this report:

- Unaudited Pro Forma Condensed Combined Balance Sheet as of September 30, 2004.
- Unaudited Pro Forma Condensed Combined Statement of Operations for the Nine Months Ended September 30, 2004.
- Unaudited Pro Forma Condensed Combined Statement of Operations for the Year Ended December 31, 2003.
- Notes to the Unaudited Condensed Combined Financial Statements.

The following unaudited pro forma condensed combined financial information is filed herewith as Exhibit 99.3.1 to this report:

- Unaudited Pro Forma Condensed Combined Statement of Operations for the Year Ended December 31, 2004.
- Notes to the Unaudited Condensed Combined Statement of Operations.

**(c) Exhibits**

| Exhibit | Description   |
|---------|---|
| 2.1*    | Agreement and Plan of Merger, dated as of October 13, 2004, by and among LogicVision, Inc., Signal Acquisition Corporation and SiVerion, Inc.   |
|         | The following exhibits and schedules to the Agreement and Plan of Merger have been omitted. LogicVision will furnish copies of the omitted exhibits and schedules to the Commission upon request. |
|         | Exhibit A Form of Lock-Up Agreement   |
|         | Exhibit B Form of Stockholder Certificate   |
|         | Exhibit C Form of Registration Rights Agreement   |
|         | Exhibit D-1 Form of Non-Competition and Non-Solicitation Agreement with Thomas Martis   |
|         | Exhibit D-2 Form of Non-Competition and Non-Solicitation Agreement with S. Jaffer Hussain   |
|         | Exhibit E Form of FIRPTA Certificate  |
|         | Exhibit F Form of Opinion of Osborn Maledon, P.A.   |
|         | Exhibit G Form of Escrow Agreement  |
|         | Exhibit H Form of Employment Agreement with Thomas Martis   |
|         | Exhibit I Form of Employment Agreement with S. Jaffer Hussain   |
|         | Exhibit J Form of Second Step Certificate of Merger   |
|         | Exhibit K Form of Opinion of Pillsbury Winthrop LLP   |
|         | Schedule 2.2 Options and Shares Subject to Acceleration   |
|         | Schedule 6.1(o) Permitted Payments  |
|         | Schedule 7.17 Consents  |
| 23.1*   | Consent of Sarvas, King & Coleman, P.C., independent auditors of SiVerion, Inc.   |
| 99.1*   | Registration Rights Agreement, dated as of November 5, 2004, by and among LogicVision, Inc. and the former stockholders of SiVerion, Inc. listed therein.   |

Edgar Filing: LOGICVISION INC - Form 8-K/A

- 99.2\* Financial statements of SiVerion, Inc. as of August 31, 2004 and October 31, 2003 and for the ten months ended August 31, 2004 and the year ended October 31, 2003.
- 99.3\* Unaudited pro forma combined condensed consolidated financial information of LogicVision, Inc. and SiVerion, Inc.
- 99.3.1 Unaudited pro forma combined condensed consolidated financial information of LogicVision, Inc. and SiVerion, Inc.

---

\* Filed previously



**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 2.1*               | Agreement and Plan of Merger, dated as of October 13, 2004, by and among LogicVision, Inc., Signal Acquisition Corporation and SiVerion, Inc.   |
|                    | The following exhibits and schedules to the Agreement and Plan of Merger have been omitted. LogicVision will furnish copies of the omitted exhibits and schedules to the Commission upon request. |
|                    | Exhibit A                      Form of Lock-Up Agreement  |
|                    | Exhibit B                      Form of Stockholder Certificate  |
|                    | Exhibit C                      Form of Registration Rights Agreement  |
|                    | Exhibit D-1                    Form of Non-Competition and Non-Solicitation Agreement with Thomas Martis  |
|                    | Exhibit D-2                    Form of Non-Competition and Non-Solicitation Agreement with S. Jaffer Hussain  |
|                    | Exhibit E                      Form of FIRPTA Certificate   |
|                    | Exhibit F                      Form of Opinion of Osborn Maledon, P.A.  |
|                    | Exhibit G                      Form of Escrow Agreement   |
|                    | Exhibit H                      Form of Employment Agreement with Thomas Martis  |
|                    | Exhibit I                      Form of Employment Agreement with S. Jaffer Hussain  |
|                    | Exhibit J                      Form of Second Step Certificate of Merger  |
|                    | Exhibit K                      Form of Opinion of Pillsbury Winthrop LLP  |
|                    | Schedule 2.2                  Options and Shares Subject to Acceleration  |
|                    | Schedule 6.1(o)              Permitted Payments   |
|                    | Schedule 7.17                Consents   |
| 23.1*              | Consent of Sarvas, King & Coleman, P.C., independent auditors of SiVerion, Inc.   |
| 99.1*              | Registration Rights Agreement, dated as of November 5, 2004, by and among LogicVision, Inc. and the former stockholders of SiVerion, Inc. listed therein.   |
| 99.2*              | Financial statements of SiVerion, Inc. as of August 31, 2004 and October 31, 2003 and for the ten months ended August 31, 2004 and the year ended October 31, 2003.                               |
| 99.3*              | Unaudited pro forma combined condensed consolidated financial information of LogicVision, Inc. and SiVerion, Inc.   |
| 99.3.1             | Unaudited pro forma combined condensed consolidated financial information of LogicVision, Inc. and SiVerion, Inc.   |

---

\* Filed previously