

Edgar Filing: PATRON SYSTEMS INC - Form 8-K

PATRON SYSTEMS INC  
Form 8-K  
November 30, 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): November 05, 2007

PATRON SYSTEMS, INC.  
(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| DELAWARE  | 000-25675                | 74-3055158                              |
| (State or other jurisdiction<br>of incorporation) | (Commission File Number) | (I.R.S. Employer<br>Identification No.) |

5775 FLATIRON PARKWAY, SUITE 230  
BOULDER, COLORADO 80301  
(Address of Principal Executive Offices/Zip Code)

(303) 541-1005  
(Registrant's telephone number, including area code)

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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT  
  
See Item 2.03

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ITEM 2.03 CREATION OF A DIRECT FINANCIAL OBLIGATION OR AN OBLIGATION UNDER AN OFF-BALANCE SHEET ARRANGEMENT OF A REGISTRANT

On November 5, 2007, in consideration of funds advanced and to be advanced to the Registrant in a total amount of \$250,000, the Registrant entered into a Senior Secured Promissory Note (the "Note") in favor of Laidlaw FSP, Inc. ("FSP") in the aggregate principal amount of \$250,000. The aggregate amounts (including the principal and any accrued interest) under the Note are payable by the Registrant to FSP on demand, with simple interest accruing on any unpaid principal amount at 10% per annum. The Registrant's obligations under the Note are secured by senior, first priority liens on all assets of the Registrant pursuant to a Security Agreement entered into by the Registrant and FSP on November 5, 2007. Additionally, the Registrant, FSP and Apex Investment Fund V, L.P., ("Apex"), on November 5, 2007, have entered into a Subordination and Intercreditor Agreement whereby FSP agreed to become a secured lender to the Registrant and Apex agreed to subordinate its debt to FSP. As of November 5, 2007, the total principal amount outstanding associated with the Apex secured promissory notes is \$2,221,849.

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SIGNATURE

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.

PATRON SYSTEMS, INC.

Date: November 30, 2007

By: /S/ ROBERT CROSS

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Robert Cross  
Chairman of the Board of Directors and  
Acting Chief Executive Officer

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