

Edgar Filing: BTHC VI Inc - Form 8-K

BTHC VI Inc
Form 8-K
May 24, 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): May 24, 2007

BTHC VI, Inc.
(Exact Name of Registrant as Specified in Charter)

| | | |
|--|--------------------------|---|
| Delaware | 0-52108 | 20-4494098 |
| ----- | ----- | ----- |
| (State or Other Jurisdiction of Incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

12890 Hilltop Road
Argyle, Texas 76226
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number,
including area code:
(972) 233-0300

N/A
(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))

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Item 1.01 Entry into a Material Definitive Agreement.

On May 24, 2007, BTHC VI, Inc., a Delaware corporation (the "Company"), and its wholly owned subsidiary, B-VI Acquisition Corp. ("Merger Sub"), entered into an Agreement and Plan of Merger (the "Merger Agreement") with Athersys, Inc., a Delaware corporation ("Athersys"). Pursuant to the terms of the Merger Agreement, the Company will acquire all of the outstanding capital stock of Athersys through a merger of Athersys with Merger Sub, with Athersys as the surviving corporation following the consummation of the merger.

Athersys stockholders will receive approximately 0.0358493 shares of Company common stock for each share of Athersys common stock owned pursuant to the terms of the Merger Agreement, and as such it is anticipated that an aggregate of approximately 3.2 million shares of Company common stock will be issued to Athersys common stockholders. The completion of the merger is subject to customary and other closing conditions, including, among others, (i) Athersys stockholders approving the Merger Agreement, (ii) Athersys having completed its due diligence review of the Company to its sole satisfaction, and (iii) the Company completing an equity financing contemporaneously with the merger.

The summary of the Merger Agreement is qualified in its entirety by reference to the form of the Merger Agreement filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits:

| Number | Exhibit |
|--------|--|
| ----- | ----- |
| 10.1 | Agreement and Plan of Merger, dated as of May 24, 2007, by and among BTHC VI, Inc., B-VI Acquisition Corp., and Athersys, Inc. |

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.

Date: May 24, 2007

BTHC VI, Inc.

By: /s/ Timothy P. Halter

Name: Timothy P. Halter

Title: President

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INDEX TO EXHIBITS

Number

10.1

Exhibit

Agreement and Plan of Merger, dated as of May 24, 2007, by and among BTHC VI, Inc., B-VI Acquisition Corp., and Athersys, Inc.