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NANOPIERCE TECHNOLOGIES INC

Form 8-K/A

December 01, 2004

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

November 19, 2004

Date of Report (Date of earliest event reported)

NANOPIERCE TECHNOLOGIES, INC.

(Exact name of Registrant as specified in its charter)

Nevada

33-19598-D

84-0992908

(State or other jurisdiction
of incorporation)

(Commission File Number)

(IRS Employer
Identification Number)

370 17th Street, Suite 3640
Denver, Colorado 80202

(Address of principal executive offices) (Zip Code)

(303) 592-1010

(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))

This amendment on Form 8K is filed to amend and supersede the disclosure of the Warrant Exercise Price Reduction by NanoPierce Technologies, Inc. filed with the Securities and Exchange Commission on November 19, 2004.

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SECTION 3 - SECURITIES AND TRADING MARKETS

ITEM 3.03 MATERIAL MODIFICATION TO RIGHTS OF SECURITY HOLDERS.

Warrant Exercise Price Reduction

In January 2004, NanoPierce Technologies, Inc. (the "Registrant") sold 20,000,000 units to a limited number of accredited investors in a private placement transaction exempt from registration under Section 4(2) of the Securities Act of 1933 and Regulation D promulgated thereunder. Each unit consists of, among other things, a warrant to purchase two shares of our common stock at an exercise price of \$0.25 per share (the "\$0.25 Warrants"). The \$0.25 Warrants will expire on January 20, 2009, unless exercised earlier.

On November 16, 2004, the Registrant re-issued \$0.25 Warrants exercisable for 39,500,000 shares of registered common stock with a reduced exercise price. The Registrant reduced the exercise price of these \$0.25 Warrants from \$0.25 per share to \$0.15 per share. No other terms of the \$0.25 Warrants were modified or changed as a result of the reduction in the exercise price.

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: December 1, 2004

NANOPIERCE TECHNOLOGIES, INC.

/s/ Paul H. Metzinger

Paul H. Metzinger, President &
Chief Executive Officer