

VITACUBE SYSTEMS HOLDINGS INC  
Form 8-K  
September 07, 2005

**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): **September 6, 2005**

**VITACUBE SYSTEMS HOLDINGS, INC.**  
(Exact name of registrant as specified in its charter)

**Nevada**  
(State of  
incorporation)

**000-50875**  
(Commission File  
No.)

**84-1575085**  
(IRS Employer  
Identification No.)

**480 South Holly Street**  
**Denver, CO 80246**  
(Address of principal executive offices, including zip code)

**(303) 316-8577**  
(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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
  
  - o 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 September 6, 2005, VitaCube Systems Holdings, Inc. (the Company ) engaged Elite Financial Communications Group, LLC, (the Elite ) a financial communications, investor relations and strategic resource firm to manage the Company s investor and media communications. The term of the agreement is for one year with rights to terminate by the Company after 90 days with 30 days notice. Elite will receive a fee of \$10,000 monthly along with warrants to purchase up to 100,000 common shares of the Company s stock. The warrants vest over the term of the agreement in 90 day intervals with 25,000 shares exercisable at \$2.00 per share immediately, 25,000 shares exercisable at \$2.00 per share on the 91<sup>st</sup> day, 25,000 shares exercisable at \$4.50 on the 181<sup>st</sup> day and 25,000 shares exercisable at \$6.00 on the 271<sup>st</sup> day.

**Item 8.01            Other Events**

On September 6, 2005 the Registrant issued a press release relating to the engagement of Elite, a copy of which has been filed herewith.

**Item 9.01            Financial Statements and Exhibits**

(c)    Exhibits

10.1            Service Agreement with Elite Financial Communications Group, LLC

99.1            Press Release

**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.

Dated: September 6, 2005

**VITACUBE SYSTEMS HOLDINGS, INC.**

By:                   /s/ Earnest Mathis, Jr.  
Earnest Mathis, Jr.  
Chief Executive Officer