

EMERGE INTERACTIVE INC
Form DEFA14A
October 16, 2006

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): October 16, 2006

eMERGE INTERACTIVE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-29037
(Commission File Number)

65-0534535
(IRS Employer
Identification No.)

10305 102nd Terrace
Sebastian, FL
(Address of principal executive offices)

32958
(Zip Code)
Registrant's telephone number, including area code: (772) 581-9700

N/A

(Former Name or Former Address, if Changed Since Last Report)

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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 8.01. Other Events.

On October 16, 2006, eMerge Interactive, Inc. and PRIME BioShield, L.L.C. issued a joint press release announcing the execution of the Agreement and Plan of Merger (the Merger Agreement), dated October 16, 2006, by and among eMerge Interactive, Inc., eMerge Merger Sub, LLC, PRIME BioShield, L.L.C. and Prime BioSolutions, LLC. A copy of such press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

99.1 Joint press release, issued by eMerge Interactive Inc. and PRIME BioShield, L.L.C. on October 16, 2006, announcing the execution of the Agreement and Plan of Merger, dated October 16, 2006, by and among eMerge Interactive, Inc., eMerge Merger Sub, LLC, PRIME BioShield, L.L.C. and Prime BioSolutions, LLC.

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.

Dated: October 16, 2006

eMerge Interactive, Inc.

By: /s/ **SUSAN D. MERMER**
Susan D. Mermer
Executive Vice President and Chief

Financial Officer

EXHIBIT INDEX

| Exhibit No.: | Description: |
|---------------------|---|
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