

TRIBEWORKS INC
Form 8-K
November 03, 2005

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 2, 2005 (October 20, 2005)

TRIBEWORKS, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-28675

94-337095

(State or Other
Jurisdiction of
Incorporation)

(Commission
File Number)

(IRS Employer
Identification No.)

243 Front Street

San Francisco, California 94111

(Address of Principal Executive Offices) (Zip Code)

(415) 674-5555

(Registrant's telephone number, including area code)

(Registrant's 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 (*see* General Instruction A.2. below):

- 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))

- 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 3.02: UNREGISTERED SALES OF EQUITY SECURITIES

The Company completed a private placement of 19,000,000 shares of its common stock, par value \$0.0004 per share (the Common Stock) on October 20, 2005.

Beginning 6 months from the date of closing, upon demand, the Company has an obligation to register the resale of the shares of Common Stock issued in the private placement.

The Company privately placed 19,000,000 shares of Common Stock with 27 accredited investors for an aggregate purchase price of \$190,000, which funds have been received by the Company. The Company privately placed these shares of Common Stock directly without the use of any broker, placement agent or finder. The Company relied on the exemptions from registration requirements provided by Section 4(2) and Section 4(6) and Rule 506 of Regulation D promulgated under the Securities Act of 1933, as amended (the Act) for this transaction and for the issuances. Each investor represented to the Company, in writing, that they were an accredited investor as that term is defined in Rule 501 of Regulation D promulgated under the Act.

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

SIGNATURES

TRIBEWORKS, INC.

Date: November 2, 2005

/s/ Peter B. Jacobson
PETER B. JACOBSON,
Chief Executive Officer

EXHIBIT INDEX

| Exhibit Number | Description |
|----------------|---------------------------------|
| 4.1 | Form of Subscription Agreement. |