

Edgar Filing: Win Gaming Media, Inc. - Form 8-K

Win Gaming Media, Inc.
Form 8-K
May 21, 2009

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 21, 2009

WIN GAMING MEDIA, INC.
(Exact name of registrant as specified in its charter)

NEVADA	000-51255	98-0374121
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
103 FOULK ROAD, WILMINGTON, DE		19803
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(Address of principal executive offices)		(Zip Code)

(302) 691-6177
(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))

ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS

As previously reported in our Annual Report on Form 10-K filed on April 8, 2009, on April 7, 2009, Two Way Gaming Limited, or TWG, 50% owned by us (through our wholly-owned subsidiary, Win Gaming Media, Inc., or WGMI) and 50% owned by Two Way Media Limited, or TWM (we refer to TWG and TWM as the Sellers), entered into an agreement, or the Agreement, with Netplay TV Plc, or Netplay, for the sale of the interactive game application business known as "Challenge Jackpot" operated

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by Virgin Media TV plc, or Virgin, a leading UK entertainment company.

The transaction closed on May 21, 2009, following the approval thereof by Netplay's shareholders on May 11, 2009, the completion of the agreement between Netplay and Virgin for the assignment of the agreement dated June 2008, between TWG and Virgin and the payment of (pound)200,000 from TWG to Virgin.

At the closing, Netplay issued 8,533,333 shares of its ordinary shares to TWG, which shares were admitted to trading on May 21, 2009 on the London Stock Exchange plc's market known as AIM and of which 4,266,666 will be transferred to WGMI and be deposited with Panmure Gordon & Co., to be sold by it during the first year from the closing, as it shall reasonably require with a view to maintain an orderly market in the shares of Netplay.

Following the closing Netplay assumed all the liabilities of TWG with respect to the players' balances and after recording a liability of \$128,795 for TWG players' balance as of March 31, 2009, we do not expect to record additional liability with regard to such balances. In addition, we do not have any further liability to finance the maintenance and support services provided by Playtech Ltd. for the "Challenge Jackpot" application.

In connection with the closing, WMGI provided a guarantee for 50% of the debts of TWG to its creditors not to exceed (pound)750,000, which will terminate upon the earlier of (i) 30 days after compliance with TWG's obligations in connection with the transition of the "Challenge Jackpot" business, or (ii) September 30, 2009 (such earlier date shall be referred as the Release Date). Each of WMGI and TWM has also agreed that any outstanding loan amount not yet paid to them by TWG shall remain outstanding until the Release Date.

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 thereunto duly authorized.

WIN GAMING MEDIA, INC.

By: /s/ Shimon Citron

Shimon Citron
Chief Executive Officer

Date: May 21, 2009