

SMART ONLINE INC  
Form 8-K/A  
September 20, 2012

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 8-K/A  
**Amedment No. 1**

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 11, 2012

SMART ONLINE, INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

001-32634  
(Commission File Number)

95-4439334  
(IRS Employer Identification No.)

4505 Emperor Blvd., Suite 320  
Durham, North Carolina  
(Address of Principal Executive Offices)

27703  
(Zip Code)

919-765-5000

(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))
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 11, 2012, Mr. Dror Zoreff announced his resignation from his position as chairman of the board of directors of the registrant (the "Board") effective November 1st, 2012. Mr. Zoreff advised the Board that he was asked and agreed to join a national entrepreneurial consortium effective as of the same date. Mr. Zoreff will continue to serve as a member of the registrant's Board and chair the Board's governance committee. The Board accepted Mr. Zoreff's resignation and has not elected a new chairman to replace him at this time.

Also, on September 11, 2012, Mr. Zoreff announced his resignation from his position of the registrant's interim Chief Executive Officer ("CEO"), effective immediately. In his place, on September 11, 2012 the Board appointed Mr. Robert M. Brinson, Jr. to serve as the registrant's new CEO. Under the leadership of Mr. Zoreff, over the past three years, the Company made significant changes to its strategy and executed on a plan to become a leading mobile solution provider. Mr. Zoreff will continue his service to the Company as a member of the Board. Mr. Brinson will be employed by the registrant pursuant to a services agreement with Entre-Strat Consulting LLC (ES) for a one year period. ES will be paid \$168,000 per year. Mr. Brinson's individual compensation is dependent upon other factors, including overhead, other resources utilized and other costs of operations.

For over 25 years, Mr. Brinson has excelled as a leader, serial entrepreneur and executive in businesses centered on the development and commercialization of innovative and advanced technologies. His experience ranges from start-up companies to well-established enterprises in the areas of healthcare, science, defense and consumer solutions.

Mr. Brinson has served as a director of and technology consultant to the registrant since September 2011, during which time he also served as Chair of the Innovation Committee. From 2005 until 2007, Mr. Brinson was a board member and Chief Technology Officer of IntelliScience Corporation, a developer of intelligent multi-modal image analysis systems and software. In 2007, He became a board member and Chief Technology Officer of IP Tank, LLC. Mr. Brinson is currently the Chief Visionary Officer of Apokalyyis, Inc., a developer of advanced data analysis systems for the national defense and healthcare industries, and serves on their Board. He serves as Chief Technology Officer of Affirm ID, LLC. Mr. Brinson serves as Chief Technology Officer and on the board of IISSEE, LLC, a company specializing in local search solutions, and serves on their Board.

Mr. Brinson has been integrally involved in national and industry standards organizations, working groups, committees and taskforces focusing on initiatives within his areas of expertise. With the combination of multiple patents and patents pending of his own and his involvement with other innovative organizations, Mr. Brinson has accumulated considerable experience in the intellectual property processes of concept expansion, due diligence, protection and commercialization.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The Company hereby furnishes the following exhibit:

- 5 Letter
- 99.1 Press Release dated September 17, 2012

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.

By: /s/ Thaddeus J. Shalek  
Name: Thaddeus J. Shalek  
Title: Chief Financial Officer

Date: September 17, 2012