

MEDCOM USA INC  
Form 8-K  
February 02, 2010

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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: January 28, 2010  
(Date of earliest event reported)

MedCom USA, Incorporated  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction  
of incorporation or organization)

0-25474  
(Commission  
File Number)

65-0287558  
(I.R.S. Employer Identification  
Number)

7038 E. 5th Avenue  
Scottsdale, AZ 85251

(Address of principal executive offices, including zip code)

(480)-970-1540  
(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)
  - 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 7.01 Regulation FD Disclosure.

MedCom USA, Inc. ("MedCom" or the "Company") believes that it has reached an agreement in principle with William Williams, a former officer and director of the Company, pursuant to which Mr. Williams will return all shares of MedCom and Card Activation Technologies, Inc. ("Card") owned by himself, his wife or any entities he controls to either MedCom or Card as a first step towards the resolution of claims that MedCom and Card may have against Mr. Williams. Negotiations with Mr. Williams are on-going, and there can be no assurance that any agreement will be reached on the terms proposed or on any other terms.

Certain statements in this Form 8-K that are not historical facts are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Such statements may be identified by the use of words such as "anticipate," "believe," "expect," "future," "may," "will," "would," "should," "plan," "projected," "intend," and similar expressions. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance or achievements of MedCom to be materially different from those expressed or implied by such forward-looking statements. MedCom's future operating results are dependent upon many factors, including, but not limited to, MedCom's ability to: (i) build the management and human resources and infrastructure necessary to support the growth of its business; (ii) obtain sufficient capital to pay existing debts; (iii) competitive factors and developments beyond MedCom's control; and (iv) other risk factors discussed in MedCom's periodic filings with the Securities and Exchange Commission, including MedCom's Form 10-K filed on September 29, 2008. MedCom undertakes no obligation to update any forward-looking statements made in this Form 8-K to reflect future events or developments.

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SIGNATURES

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.

MedCom USA, Incorporated

By: */s/ Robert H. Kite*  
Robert H. Kite  
Chairman of the Board

Date: January 29, 2010

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