

LIQUIDMETAL TECHNOLOGIES INC
Form 8-K
July 18, 2013

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): July 18, 2013

LIQUIDMETAL TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware

001-31332

33-0264467

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(State or other jurisdiction of (Commission File Number) (I.R.S. Employer

incorporation)

Identification No.)

30452 Esperanza

Rancho Santa Margarita, California 92688

(Address of Principal Executive Offices; Zip Code)

Registrant's telephone number, including area code: **(949) 635-2100**

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 3.02. Unregistered Sales of Equity Securities.

This issuance of 18,679,584 shares of the Company's common stock as described in Item 8.01 below was or will be made pursuant to the exemption from registration provided by Section 3(a)(9) of the Securities Act of 1933, as amended.

Item 8.01. Other Events.

On July 17, 2013, Liquidmetal Technologies, Inc. (the "Company") and each of the holders of the Company's Senior Convertible Notes issued on July 3, 2012 in the original aggregate principal amount of \$12.0 million (the "Convertible Notes") agreed to cause all remaining principal and interest under the Convertible Notes to be converted into an aggregate of 18,679,584 shares of the Company's common stock in full satisfaction of the Convertible Notes. The shares are expected to be delivered to the holders of the Convertible Notes on July 18, 2013. As a result of this conversion, the Convertible Notes will be paid in full and no longer outstanding.

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.

LIQUIDMETAL TECHNOLOGIES, INC.

By: /s/ Tony Chung
 Tony Chung
 Chief Financial Officer

Date: July 18, 2013