

IPASS INC
Form 8-K
November 03, 2004

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **October 29, 2004**

iPass Inc.

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-50327
(Commission
File Number)

93-1214598
(IRS Employer
Identification No.)

**3800 Bridge Parkway, Redwood Shores,
California**
(Address of principal executive offices)

94065
(Zip Code)

(650) 232-4100

(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

On October 29, 2004, iPass completed its previously announced acquisition of Mobile Automation (the Merger). As a result of the Merger, Mobile Automation became a wholly-owned subsidiary of iPass. Pursuant to the terms of the Agreement and Plan of Merger, dated October 26, 2004, by and among iPass, Montage Acquisition Corp., Mobile Automation and David Strohm, as Stockholders Agent, iPass paid approximately \$20 million to the current stockholders, optionholders and warrant holders of Mobile Automation, of which \$4 million was deposited in escrow for a period of up to 18 months as security against breaches of representations, warranties and covenants and other indemnification obligations by Mobile Automation pursuant to the agreement (the Merger Consideration). In addition, the vesting of all outstanding options of Mobile Automation was accelerated, and each optionholder cancelled his or her option in exchange for a specified portion of the Merger Consideration. A copy of the agreement is filed herewith as Exhibit 2.1.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(c) Exhibits.

Exhibit No.	Description
2.1*	Agreement and Plan of Merger dated October 26, 2004 by and among iPass Inc., Montage Acquisition Corp., Mobile Automation, Inc. and David Strohm, as Stockholders Agent.

* Filed, rather than furnished, pursuant to General Instruction B.2. of Form 8-K.

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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.

iPass Inc.

By: /s/ Donald C. McCauley
Name: Donald C. McCauley
Title: Vice President, Finance, and Chief
Financial Officer

Dated: November 3, 2004

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