

DATATRAK INTERNATIONAL INC

Form 8-K

August 11, 2003

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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): August 8, 2003

DATATRAK International, Inc.

(Exact name of registrant as specified in its charter)

<u>Ohio</u>	<u>000-20699</u>	<u>34-1685364</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

6150 Parkland Boulevard, Mayfield Heights, Ohio

44124

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(440) 443-0082

(Former Name or Former Address, if Changed Since Last Report)

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Item 5. Other Events and Required FD Disclosure.

SIGNATURE

EXHIBIT INDEX

EX-4.1 E-2 SHARE PURCHASE AGREEMENT

EX-4.2 E-2 FORM OF WARRANT FOR COMMON SHRS OF CMPY

EX-99.1 E-2 PRESS RELEASE

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Item 5. Other Events and Required FD Disclosure

On August 8, 2003, DATATRAK International, Inc. (the Company) closed a private placement to a group of five institutional investors and several individual, accredited investors in the aggregate principal amount of \$2.4 million. The Company sold and issued 602,500 shares of common stock at a price of \$4.00 per share and the Company received net proceeds from the offering of \$2.2 million. The Company also issued warrants to purchase an amount of common shares equal to 25,125 or 5% of certain of the shares sold in the private placement, to three non-exclusive placement agents, as partial compensation for their services, at an exercise price of \$4.80 and an expiration date of August 8, 2003.

Copies of the documents governing these transactions are filed as exhibits to this report and are incorporated in this report by reference. The above description of the transactions are qualified in their entirety by the attached documents.

On August 11, 2003, the Company issued a press release announcing the closing of the private placement which is attached to this report as Exhibit 99.1.

Item 7. Financial Statements, Pro Forma Financial Information and Exhibits.

(c) Exhibits.

- 4.1 Share Purchase Agreement, dated August 6, 2003, by and among the Company and the Purchasers named therein.
- 4.2 Form of Warrant for Common Shares of the Company
- 99.1 Press Release of the Company, dated August 11, 2003.

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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.

DATATRAK INTERNATIONAL, INC.

Date: August 11, 2003

By: /s/ Terry C. Black

Terry C. Black
Vice President of Finance, Chief Financial
Officer, Treasurer and Assistant Secretary

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Exhibit	Description of Exhibit
4.1	Share Purchase Agreement, dated August 6, 2003, by among the Company and the Purchasers named therein.
4.2	Form of Warrant for Common Shares of the Company
99.1	Press Release of the Company, dated August 11, 2003.

E-1

Expiration Date Title Amount or Number of Shares Employee Stock Option (right to buy) \$ 32.512/19/2014 D 8,000
 (2)12/31/2015 Voting Common Stock (no par value) 8,000 (1) 0 D Employee Stock Option (right to buy) \$
 63.1812/19/2014 D 24,700 (3)01/27/2015 Voting Common Stock (no par value) 24,700 (1) 0 D Employee Stock
 Option (right to buy) \$ 49.6612/19/2014 D 52,300 (4)01/26/2016 Voting Common Stock (no par value) 52,300 (1)
 0 D Deferred Stock Units (1) (5)12/19/2014 A 10,000 (1)(5) (1)(5) Voting Common Stock (no par value) 10,000 (1)
 (5) 10,000 D Deferred Stock Units (1) (5)12/19/2014 D 10,000 (1)(5) (1)(5) Voting Common Stock (no par value)
 10,000 (1) (5) 0 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MORTON MARSHALL N 333 EAST FRANKLIN STREET RICHMOND, VA 23219	X			Vice Chairman

Signatures

/s/ Marshall N. Morton, by Andrew C. Carington,
 Attorney-in-fact

12/23/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- On December 19, 2014, Media General, Inc. ("Media General", formerly Mercury New Holdco, Inc.), MGOC, Inc. ("MGOC", formerly Media General, Inc.) and Lin Media LLC ("Lin") consummated a business combination transaction (the "Merger") as a result of which MGOC, Inc. and Lin Media LLC each became a direct wholly owned subsidiary of Media General. Pursuant to the Merger, (i) each share
- (1) of voting common stock of MGOC was converted into one share of voting common stock of Media General ("Voting Common Stock") and (ii) each share representing a limited liability company interest in Lin was converted into 1.4714 shares of Voting Common Stock. Equity-based awards granted pursuant to MGOC plans and Lin plans that were outstanding immediately prior to the Merger were converted into awards in respect of Voting Common Stock at the closing of the Merger.
 - (2) Options were granted under the Media General, Inc. 1987 Non-Qualified Stock Option Plan, which are set to expire on 12/31/2015.
 - (3) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/27/2008.

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- (4) Options were granted under the Media General, Inc. 1995 Long-Term Incentive Plan, which became fully exercisable on 1/26/2009. Effective immediately prior to the closing of the Merger, the reporting person received 10,000 Deferred Stock Units. One-half of such units will vest on each of December 19, 2016 and December 19, 2017, notwithstanding any earlier termination of services. Each vested unit entitles the reporting person to one share of Media General, Inc.'s Voting Common Stock.
- (5) Effective immediately prior to the closing of the Merger, the reporting person received 10,000 Deferred Stock Units. One-half of such units will vest on each of December 19, 2016 and December 19, 2017, notwithstanding any earlier termination of services. Each vested unit entitles the reporting person to one share of Media General, Inc.'s Voting Common Stock. Effective immediately prior to the closing of the Merger, the reporting person received 10,000 Deferred Stock Units. One-half of such units will vest on each of December 19, 2016 and December 19, 2017, notwithstanding any earlier termination of services. Each vested unit entit

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.