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GOLDSTRIKE INC
Form 8-K/A
November 02, 2005

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

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 28, 2005

GOLDSTRIKE INC.
(Exact name of Registrant as specified in its charter)

| | | |
|-------------------------------------------------------------------|--------------------------|--------------------------------------|
| Nevada | 333-111656 | Applied For |
| ----- | ----- | ----- |
| (State or other jurisdiction of incorporation or organization) | (Commission File number) | (IRS Employer Identification No.) |

1055 West Hastings Street, Suite 1980,
Vancouver, British Columbia, Canada V6E 2E9

(Address of principal executive offices) (Zip Code)

(604) 688-8002

(Registrant's Telephone Number, Including Area Code)

(Former Address If Changed since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation for 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))

Section 1 - Registrant's Business and Operations

Item 1.01. Entry into a Material Definitive Agreement.

As previously reported, Goldstrike Inc. (the "Company") is currently

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engaged in discussions with Gran Tierra Energy Inc. ("Gran Tierra") regarding the possibility of a business combination (the "Merger") involving the two companies. At this stage, no definitive terms have been agreed to, and neither party is currently bound to proceed with the Merger.

Gran Tierra is a private international oil and gas exploration and production company, incorporated in Alberta, Canada in January 2005. Gran Tierra identified and secured a commitment to acquire producing and non-producing properties in Argentina, which acquisition closed on September 1, 2005, for a cost of approximately \$7,000,000 (the "Argentine Acquisition").

To facilitate the Merger discussions, the Company determined to provide financing to Gran Tierra to enable Gran Tierra to consummate the Argentine Acquisition. The Company derived the funds necessary to provide this financing from the proceeds of the September 1, 2005 initial closing of a private offering of its securities, as is described in greater detail under "Item 3.02. Unregistered Sales of Equity Securities," below. There was an additional closing (the "Second Closing") of the private offering as of October 7, 2005, as discussed in Item 3.02.

The Company conducted an additional private offering of units of its securities in October 2005. This offering (the "Second Offering") closed on October 28, 2005, as discussed in Item 3.02.

The Company's financing (the "Bridge Loan") of the Argentine Acquisition was evidenced by a loan agreement (the "Bridge Loan Agreement"), dated as of September 1, 2005, pursuant to which the Company agreed to make loans to Gran Tierra in an amount of up to the proceeds of its private offering (the "Loan Commitment"). On the execution and delivery of the Loan Agreement, Gran Tierra borrowed \$6,665,198.30 under the Bridge Loan Agreement. Effective the date of the Second Closing, the Loan Commitment was increased from \$8,337,916 to \$9,313,492, and Grand Tierra borrowed an additional \$800,000 under the Bridge Loan Agreement. Effective the date of closing of the Second Offering, the Loan Commitment was increased from \$9,313,492 to \$10,313,492, and Grand Tierra borrowed an additional \$700,000 under the Bridge Loan Agreement.

The balance of the Loan Commitment may not be drawn down by Gran Tierra prior to December 1, 2005 without the Company's Consent.

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Section 3 - Securities and Trading Markets

Item 3.02. Unregistered Sales of Equity Securities.

As previously reported, effective September 1, 2005, the Company had the initial closing of a private placement of units ("Units") of its securities. The offering was conducted pursuant to the exemption from the registration requirements of the federal securities laws provided by Section 4(2) of the Securities Act of 1933, as amended (the "Securities Act") and Rule 506 of Regulation D under the Securities Act. Each Unit consisted of one share of common stock ("Common Stock") and one common stock purchase warrant ("Warrants"). Each Warrant entitles its holder to purchase one-half a share of Common Stock for an exercise price of \$0.625 per one-half share, and is exercisable for a five year period from the date of issuance. The Units were offered at a price of \$0.80 per Unit. The Units were offered and sold only to "accredited investors," as that term is defined by Rule 501 of Regulation D, and to persons who were neither resident in, nor citizens of, the United States.

Effective October 7, 2005 the Company conducted the Second Closing of the offering. The Company derived \$975,576 from the sale of 1,219,470 Units in the

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Second Closing. The Company paid sales commissions aggregating \$52,178 in connection with the offering.

Effective October 28, 2005 the Company closed the Second Offering of Units of its securities. The Second Offering was conducted pursuant to the exemption from the registration requirements of the federal securities laws provided by Section 4(2) of the Securities Act and Rule 506 of Regulation D. The Units were comprised of the same securities, and were offered at the same price, as in the prior offering. The sole investor in the Second Offering was an "accredited investor" which was neither resident in, nor a citizen of, the United States. The Company derived \$1,000,000 from the sale of 1,250,000 Units in the Second Offering.

The proceeds derived from the Second Offering were used to increase the amount of the Loan Commitment to Gran Tierra, as described in "Item 1.01. Entry into a Material Definitive Agreement," above.

Section 9 - Financial Statements and Exhibits

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

| Exhibit Number | Description |
|----------------|--------------------------------------------------------------------------|
| ----- | ----- |
| 10.4(ii) | Amended and Restated Bridge Loan Promissory Note, dated October 28, 2005 |

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

GOLDSTRIKE INC.

Date: October 28, 2005

By: /s/ Greg Yanke

Greg Yanke
Director

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