

LOGIC DEVICES Inc  
Form 8-K  
February 04, 2011  
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

**February 3, 2011 (January 31, 2011)**

Date of Report (Date of earliest event reported)

## **LOGIC Devices Incorporated**

(Exact name of registrant as specified in its charter)

**0-17187**

Commission File Number

**California**

(State or other jurisdiction of  
incorporation or organization)

**94-2893789**

(I.R.S. Employer  
Identification Number)

**1375 Geneva Drive, Sunnyvale, California 94089**

(Address of principal executive offices)

(Zip Code)

**(408) 542-5400**

(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))

**Item 3.02 Unregistered Sales of Equity Securities**

On January 31, 2011, the Company consummated a private placement of 27,778 shares of its Common Stock to Robert Stanley, a member of the Company's Board of Directors, at a price of \$0.90 per share, for \$25,000.00 of cash. Mr. Stanley qualifies as an accredited investor per Rule 501(a) of Regulation D. There were no fees or commissions associated with this transaction. The private placement and issuance of Common Stock was an unregistered sale of securities conducted pursuant to Rule 504(b)(1) of Regulation D. Such securities were not registered under the Securities Act of 1933.

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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.

LOGIC Devices Incorporated

(Registrant)

Date: February 3, 2011

By: /s/ Kimiko Milheim

Kimiko Milheim

Chief Financial Officer and Corporate Secretary