

ASSURANCEAMERICA CORP

Form 8-K

August 16, 2004

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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): June 30, 2004

ASSURANCEAMERICA CORPORATION

(Exact name of Registrant as specified in its charter)

Nevada

0-06334

87-0281240

(State or other
jurisdiction of
incorporation or
organization

(Commission File No.)

(IRS Employer
Identification No.)

RiverEdge One
Suite 600
5500 Interstate North Parkway
Atlanta, Georgia 30328

(Address of principal executive offices, including zip code)

(770) 933-8911

(Registrant's telephone number, including area code)

N/A

(Former Name if Changed Since Last Report)

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Item 5. Other Events

SIGNATURE

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Item 5. Other Events

On June 30, 2004, AssuranceAmerica Corporation (the Company) entered into a Stock Purchase Agreement (the Stock Purchase Agreement) with Heritage Assurance Partners, L.P. (Heritage) and issued Heritage 240,000 shares of the Company's Series A Convertible Preferred Stock for a total investment of \$1.2 million. Pursuant to the terms of the Stock Purchase Agreement, on August 13, 2004, the Company issued Heritage an additional 186,000 shares of the Company's Series A Convertible Preferred Stock for a total investment of \$930,000. Each share of Series A Convertible Preferred Stock is currently convertible into ten shares of common stock. The total number of shares purchased by Heritage pursuant to the Stock Purchase Agreement represents approximately 8.6% of the Company's outstanding capital stock on an as-converted-to-common stock basis. In connection with Heritage's investment, the Company appointed Sam Zamarripa, a partner with Heritage Capital Advisors, an affiliate of Heritage, to the Company's Board of Directors to fill a vacancy.

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.

**ASSURANCEAMERICA
CORPORATION**

/s/ Robert J. Cormican

Date: August 13, 2004

Robert J. Cormican
Senior Vice President and Chief Financial
Officer