

Edgar Filing: Inogen Inc - Form EFFECT

Inogen Inc
Form EFFECT
February 12, 2014

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 210.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.02 Termination of a Material Definitive Agreement

On May 14, 2013, General Moly, Inc. (the Company) and Hanlong (USA) Mining Investment, Inc. (Hanlong), an affiliate of Sichuan Hanlong Group, a large privately held Chinese company, mutually agreed to terminate the \$125 million subordinated loan agreement dated as of October 26, 2012, intended to supplement a \$665 million Chinese sourced term loan for the financing of the Mt. Hope Project. The subordinated loan agreement, which would have become available upon receipt of the Chinese sourced term loan, was terminated to provide the Company with greater flexibility in securing an additional Chinese strategic partner. The termination of the subordinated loan agreement also cancels the arrangement fee of \$6.25 million payable to Hanlong upon closing of a Chinese sourced term loan.

In connection with the termination of the subordinated loan agreement, the common stock purchase warrant with a 2.5 year maturity to purchase ten million shares of the Company's common stock at a strike price of \$4.23 per share, issued to Hanlong on October 26, 2012, was terminated.

The foregoing description is qualified in its entirety by reference to the full text of the Termination Agreement, a copy of which is filed as Exhibit 10.1 hereto and incorporated herein by reference.

Item 8.01 Other Events

On May 15, 2013, the Company issued a press release announcing the termination of the subordinated loan agreement and the warrant. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
10.1	Termination Agreement dated as of May 14, 2013, by and between General Moly, Inc. and Hanlong (USA) Mining Investment, Inc.
99.1	Press Release of General Moly, Inc. dated May 15, 2013.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAL MOLY, INC.

Dated: May 16, 2013

By:

/s/ David A. Chaput
David A. Chaput
Chief Financial Officer