

STREAMLINE HEALTH SOLUTIONS INC.
Form 8-K
February 07, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **February 3, 2014**

Streamline Health Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

0-28132
(Commission

File Number)

31-1455414
(IRS Employer

Identification No.)

1230 Peachtree Street, NE, Suite 1000,

Edgar Filing: STREAMLINE HEALTH SOLUTIONS INC. - Form 8-K

Atlanta, GA 30309

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(404) 446-0050**

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- 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 7.01 Regulation FD Disclosure.

In a press release dated February 4, 2014, the Company announced the completion of the Merger (as defined below). A copy of the press release is attached hereto as Exhibit 99.1.

The information furnished pursuant to this Item 7.01, including Exhibit 99.1, shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities under that Section and shall not be deemed to be incorporated by reference into any filing of the Company under the Securities Act of 1933 or the Exchange Act.

Item 8.01 Other Events.

On February 3, 2014, Streamline Health, Inc. (Streamline), a subsidiary of Streamline Health Solutions, Inc. (the Company), completed the previously announced acquisition of Unibased Systems Architecture, Inc. (Unibased), a provider of patient access solutions, including enterprise scheduling and surgery management software, for healthcare organizations throughout the United States, pursuant to an Agreement and Plan of Merger dated January 16, 2014 (the Merger Agreement) for a total purchase price of \$6.5 million, subject to net working capital and other customary adjustments. A portion of the total purchase price was withheld in escrow as described in the Merger Agreement for certain transaction and indemnification expenses.

Pursuant to the Merger Agreement, Streamline acquired all of the issued and outstanding common stock of Unibased, and Unibased became a wholly-owned subsidiary of Streamline (the Merger). The Merger was approved by the requisite consent of stockholders of Unibased. Under the terms of the Merger Agreement, Unibased stockholders received cash for each share of Unibased common stock held.

The foregoing description of the Merger Agreement and the Merger does not purport to be complete and is qualified in its entirety by reference to the full text of the Merger Agreement, a copy of which is included as Exhibit 2.1 to the Form 8-K filed with the Securities and Exchange Commission on January 23, 2014, the terms of which are incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| EXHIBIT NUMBER | DESCRIPTION |
|----------------|---|
| 99.1 | Streamline Health Solutions, Inc. Press Release dated February 4, 2014. |

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.

Streamline Health Solutions, Inc.

Date: February 7, 2014

By:

/s/ Jack W. Kennedy Jr.
Jack W. Kennedy Jr.
Senior Vice President & Chief Legal Counsel

INDEX TO EXHIBITS

**EXHIBIT
NUMBER**

DESCRIPTION

| | |
|------|---|
| 99.1 | Streamline Health Solutions, Inc. Press Release dated February 4, 2014. |
|------|---|