

VITACUBE SYSTEMS HOLDINGS INC
Form 8-K
May 23, 2005

**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

Date of Report (Date of earliest event reported): **May 20, 2005**

VITACUBE SYSTEMS HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State of
incorporation)

000-50875
(Commission File
No.)

84-1575085
(IRS Employer
Identification No.)

480 South Holly Street
Denver, CO 80246
(Address of principal executive offices, including zip code)

(303) 316-8577
(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):

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- o 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 (17CFR 240.14d-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 8.01 Other Events

On May 20, 2005 the Registrant issued a press release announcing that it had entered into a strategic alliance agreement with UTEK Corporation, a copy of which has been filed herewith.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits

- | | | |
|------|--|-----------|
| 10.1 | Strategic Alliance Agreement with UTEK Corporation | |
| 10.2 | Strategic Alliance Agreement with UTEK Corporation | Exhibit A |
| 99.1 | Press Release | |

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.

Dated: May 23, 2005

VITACUBE SYSTEMS HOLDINGS, INC.

By: /s/ Earnest Mathis, Jr.
Earnest Mathis, Jr.
Chief Executive Officer