

OMNI USA INC  
Form 8-K  
July 18, 2006

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): July 18, 2006 (July 14, 2006)

**OMNI U.S.A., INC.**

(Exact Name of Registrant as Specified in Charter)

Nevada

(State of Other Jurisdiction of Incorporation)

0-17493

(Commission File Number)

88-0237223

(I.R.S. Employer Identification Number)

2236 Rutherford Road, Suite 107 -  
Carlsbad, California  
(Address of Principal Executive Offices)

92008  
(Zip Code)

(760) 929-7500

(Registrant's Telephone Number,  
Including Area Code)

(Former Name or Former Address, if Changed Since Last  
Report)

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:

- 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)).
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## Section 1 — Registrant's Business and Operations

### Item 1.01 Entry into a Material Definitive Agreement

Pursuant to Securities Purchase Agreements, dated between June 20, 2006 to July 14, 2006 (the "Securities Purchase Agreements"), Omni U.S.A., Inc. (the "Company") sold 8% Convertible Debentures having an aggregate principal amount of \$1,125,000 (the "Debentures") to a group of six private investors, two of who are directors and/or officers of the Company. The Debentures had attached common stock warrants (the "Warrants").

The Debentures were sold for \$1,125,000. Except to pay off certain liabilities of the Company totaling approximately \$300,000, the proceeds of the offering will be used for working capital purposes.

The Debentures bear interest at the rate of 8% per annum with quarterly interest payments. The maturity date of the Debentures is two years from the date of issuance and, at the option of the Debenture holder, are convertible into up to 2,250,000 shares of the Company's common stock or a conversion price equal to \$0.50 per share (subject to adjustment as provided in the Debentures).

The full principal amount of the Debentures is due upon a default under the terms of the Debentures. In the event that the Company breaches any representation or warranty in the Securities Purchase Agreements, the outstanding principal amount of the Debentures, plus liquidated damages and other amounts owing in respect thereof through the date of acceleration, shall become, at the holder's election, immediately due and payable in cash at the mandatory default amount (as defined in the Debentures). The Debentures have price protection.

In connection with the sale of the Debentures, the Company also issued (i) Warrants to purchase up to 2,250,000 shares of the Company's common stock at a exercise price of \$0.60 per share for a period of five years from the date of issuance, subject to adjustment as provided for in the Warrants and (ii) Warrants to purchase up to 2,250,000 shares of the Company's common stock at an exercise price of \$1.00 per share for a period of one year from the date of issuance, subject to adjustment as provided in the Warrants. The Warrants are exercisable on a cashless basis or through the cash payment of the exercise price. In the event the holder exercises the Warrants on a cashless basis, then the Company will not receive any proceeds.

The Company is required to file a registration statement with the Securities and Exchange Commission by January 1, 2007, which will include the common stock underlying the Debentures, and the Warrants, any additional shares issuable in connection with any anti-dilution provisions in the Debentures or the Warrants and any securities issued or issuable upon any stock split, dividend or other distribution, recapitalization or similar event with respect to the foregoing.

The holder of the Debentures and the Warrants may not convert the Debentures or exercise the Warrants and receive shares of the Company's common stock such that the number of shares of common stock held by the holder and their affiliates after such conversion or exercise exceeds 4.9% of the then issued and outstanding shares of common stock.

## **Section 2 — Financial Information**

### **Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant**

Discussed above in Item 1.01 are debt obligations created from other than in the ordinary course of business which constitutes direct financial obligations of the Company

## **Section 3 — Securities and Trading Markets**

### **Item 3.02 Unregistered Sales of Equity Securities**

Reference is made to Item 1.01 with respect to the issuance of the Debentures and the Warrants (the “Securities”). The Securities were issued without registration under the Securities Act of 1933, as amended, in reliance upon the exemption provided by Section 4(2) thereof and Regulation D promulgated thereunder on the basis that the sales of the Securities were transactions not involving any public offering. Appropriate precautions against transfer will be taken, including the placing of a restrictive legend on all certificates issued as a result of the conversion of the Debentures or the exercise of the Warrants into common stock. All such issuances were effected without the aid of underwriters, and no sales commissions were paid. The Company paid \$100,000 and issued a Warrant exercisable into up to 200,000 shares of the Company’s common stock to an individual as a finder’s fee.

**8% Convertible Debentures- Maturing in Two Years**

| <b>Name</b>                      | <b>Date of Issuance</b> | <b>Number of Shares</b> | <b>Conversion Price</b> | <b>Aggregate Purchase Price</b> |
|----------------------------------|-------------------------|-------------------------|-------------------------|---------------------------------|
| Lowell W. Giffhorn (1)           | June 20, 2006           | 100,000                 | \$ 0.50                 | \$ 50,000 Cash                  |
| Jesse K. Giffhorn                | June 20, 2006           | 50,000                  | \$ 0.50                 | \$ 25,000 Cash                  |
| Shanon E. Carter                 | June 20, 2006           | 10,000                  | \$ 0.50                 | \$ 5,000 Cash                   |
| Theo Vermaelen (2)               | June 20, 2006           | 40,000                  | \$ 0.50                 | \$ 20,000 Cash                  |
| Shady Beach Trust                | June 27, 2006           | 50,000                  | \$ 0.50                 | \$ 25,000 Cash                  |
| Potawatomi Business Devel. Corp. | July 14, 2006           | 2,000,000               | \$ 0.50                 | \$ 1,000,000 Cash               |

**Warrants**

| <b>Name</b>                      | <b>Date of Issuance</b> | <b>Number of Shares</b> | <b>Exercise Price</b> | <b>Expiration Date</b> |
|----------------------------------|-------------------------|-------------------------|-----------------------|------------------------|
| Lowell W. Giffhorn (1)           | June 20, 2006           | 100,000                 | \$ 0.60               | July 14, 2011          |
| Jesse K. Giffhorn                | June 20, 2006           | 50,000                  | \$ 0.60               | July 14, 2011          |
| Shanon E. Carter                 | June 20, 2006           | 10,000                  | \$ 0.60               | July 14, 2011          |
| Theo Vermaelen (2)               | June 20, 2006           | 40,000                  | \$ 0.60               | July 14, 2011          |
| Shady Beach Trust                | June 27, 2006           | 50,000                  | \$ 0.60               | July 14, 2011          |
| Potawatomi Business Devel. Corp. | July 14, 2006           | 2,000,000               | \$ 0.60               | July 14, 2011          |
| Lowell W. Giffhorn (1)           | June 20, 2006           | 100,000                 | \$ 1.00               | July 14, 2007          |
| Jesse K. Giffhorn                | June 20, 2006           | 50,000                  | \$ 1.00               | July 14, 2007          |
| Shanon E. Carter                 | June 20, 2006           | 10,000                  | \$ 1.00               | July 14, 2007          |
| Theo Vermaelen (2)               | June 20, 2006           | 40,000                  | \$ 1.00               | July 14, 2007          |
| Shady Beach Trust                | June 27, 2006           | 50,000                  | \$ 1.00               | July 14, 2007          |
| Potawatomi Business Devel. Corp. | July 14, 2006           | 2,000,000               | \$ 1.00               | July 14, 2007          |
| Michael Morrisett                | July 14, 2006           | 200,000                 | \$ 0.60               | July 14, 2011          |

(1) Mr. Giffhorn is the Chief Financial Officer and a Director of the Company

(2) Mr. Vermaelen is a Director of the Company

**Section 7 — Regulation FD**

**Item 7.01 Regulation FD Disclosure**

On July 18, 2006, Omni issued a press release reporting that on July 14, 2006, Omni entered into a debt obligation with associated warrants. A copy of the July 18, 2006 press release, attached hereto as Exhibit 99.1, is being furnished pursuant to Regulation FD and is incorporated by reference herein.

Limitation on Incorporation by Reference: In accordance with general instruction B.2 of Form 8-K, the information in this Item 7.01 shall be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liability of that section.

**Section 9 — Financial Statements and Exhibits**

**Item 9.01. Financial Statements and Exhibits.**

(a) *Exhibits.*

| <b>Exhibit No.</b> | <b>Description</b>                    | <b>Method of Filing</b> |
|--------------------|---------------------------------------|-------------------------|
| 4.7                | Form of Securities Purchase Agreement | Filed herewith          |
| 4.8                | Form of 8% Convertible Debenture      | Filed herewith          |
| 4.9                | Form of Registration Rights Agreement | Filed herewith          |
| 4.10               | Form of Warrant                       | Filed herewith          |
| 99.1               | Press Release dated July 18, 2006     | Filed herewith          |

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**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.

**OMNI U.S.A., INC.**

By: /s/ LOWELL W. GIFFHORN

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Lowell W. Giffhorn  
Chief Financial Officer

Dated July 18, 2006.

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