

AUTOINFO, INC
Form 8-K
April 04, 2013

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): April 3, 2013

AUTOINFO, INC.

(Exact name of Registrant as specified in its charter)

Delaware	001-11497	13-2867481
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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6413 Congress Ave – Suite 260

33487

Boca Raton

(Address Of Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code (561) 988-9456

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))

Item 8.01. Other Events.

A purported class action on behalf of the Company's stockholders was filed on March 25, 2013 in the Circuit Court of the 15th Judicial Circuit in and for Palm Beach County, Florida, Case No: 50 2013 CA 005344, captioned Douglas Neumann, Individually and on behalf of all other similarly situated, as Plaintiff, v. AutoInfo, Inc., Harry M. Wachtel, Mark Weiss, Mark K. Patterson, Peter C. Einselen, Thomas C. Robertson, Comvest Partners, Comvest Investment Partners Holdings, LLC, Comvest Investment Partners IV, L.P., AutoInfo Holdings, LLC and AutoInfo Acquisition Corp., Defendants (the "Action"). The Company received service of process in the Action on April 3, 2013.

The Action relates to the Agreement and Plan of Merger (the "Merger Agreement"), dated as of February 28, 2013, by and among the Company, AutoInfo Holdings, LLC., a Delaware limited liability company ("Parent"), and AutoInfo Acquisition Corp., a Delaware corporation and wholly owned subsidiary of Parent ("Merger Sub"), pursuant to which Merger Sub shall be merged with and into the Company, and the separate corporate existence of Merger Sub shall thereupon cease, and the Company shall continue as the surviving corporation (the "Surviving Corporation") and a wholly owned subsidiary of Parent (the "Proposed Merger Transaction").

The Action alleges that the Board of Directors of the Company (the "Board") breached their fiduciary duties owed to the stockholders of the Company. It further alleges that Comvest Partners, Comvest Investment Partners Holdings, LLC, Comvest Investment Partners IV, L.P., AutoInfo Holdings, LLC and AutoInfo Acquisition Corp. aided and abetted the Board in their breach of their fiduciary duties to the stockholders of the Company.

The Action seeks relief: (i) declaring that the Action is properly maintainable as a Class action and certifying Plaintiff as Class representative; (ii) enjoining Defendants, their agents, counsel, employees and all persons acting in concert with them from soliciting stockholder votes relating to the Proposed Merger Transaction, unless and until the Company adopts and implements a procedure or process to obtain a merger agreement providing the best available terms for stockholders; (iii) rescinding, to the extent already implemented, the Proposed Merger Transaction or any of the terms thereof, or granting Plaintiff and the Class rescissory damages; (iv) awarding Plaintiff the costs and disbursements of the Action, including reasonable attorneys' and experts' fees; and (v) granting such other and further equitable relief as the Court may deem just and proper.

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 thereunto duly authorized.

AutoInfo, Inc.

Date: April 4, 2013 By: /s/ William
Wunderlich

Name: William
Wunderlich
Chief
Title: Financial
Officer