

SUPPORTSOFT INC
Form 8-K
September 03, 2004

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): September 2, 2004

SUPPORTSOFT, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

575 Broadway, Redwood City, CA
(Address of principal executive offices)

000-30901
(Commission File Number)

94-3282005
(I.R.S. Employer

Identification Number)

94063
(Zip Code)

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(650) 556-9440

(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 obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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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Item 2.01 Completion of Acquisition or Disposition of Assets.

On September 2, 2004, SupportSoft, Inc. (SupportSoft) completed its acquisition of substantially all of the assets of Core Networks Incorporated (Core), for approximately \$16,850,000 in cash and the assumption of certain operating liabilities of Core, a developer of software products for network monitoring, management and activation of digital services for DSL and cable broadband providers.

The acquisition was consummated in accordance with the terms of an Asset Purchase Agreement, dated July 20, 2004, by and among Core, Core Networks (US), Inc., Core Networks (Europe) B.V., SupportSoft Canada, Inc. and SupportSoft (the Acquisition Agreement). Of the \$16,850,000 purchase price, \$2,550,000 is being held in escrow in accordance with the terms and conditions of an escrow agreement by and among BNY Trust Company of Canada, as escrow agent, SupportSoft and Core to satisfy any obligations of Core to indemnify SupportSoft against any claims made by SupportSoft against Core for any breaches of its representations or warranties contained in or made pursuant to the Acquisition Agreement and certain other matters set forth in the Acquisition Agreement.

The purchase price was funded with SupportSoft s available cash.

The purchase price for Core was determined through negotiations between SupportSoft and Core. Prior to the acquisition, there were no material relationships between Core and SupportSoft, any of SupportSoft s affiliates, directors or officers or any associate of such directors or officers.

Item 8.01. Other Events

On September 2, 2004, SupportSoft, Inc. issued a press release announcing the completion of the acquisition of substantially all of the assets of Core Networks Incorporated. A copy of the press release is furnished herewith as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits

(a) Financial Statements of Business Acquired

Financial statements of Core have not been included herein but are expected to be included in an amendment to this Current Report on Form 8-K to be filed not later than 71 days after the date that this Current Report on Form 8-K is required to be filed.

(c) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release dated September 2, 2004 announcing acquisition of substantially all of the assets of Core Networks Incorporated. |

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 99.1 | Press Release dated September 2, 2004 announcing acquisition of substantially all of the assets of Core Networks Incorporated. |