

Opko Health, Inc.
Form 8-K
June 24, 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): June 23, 2014

OPKO Health, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33528
(Commission
File Number)
4400 Biscayne Blvd

75-2402409
(IRS Employer
Identification No.)

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Miami, Florida 33137

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (305) 575-4100

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):

- .. 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.

On June 23, 2014, OPKO Health, Inc. (the Company) presented the information in the presentation posters attached hereto as Exhibits 99.1 and 99.2 at the 16th International Congress of Endocrinology and The Endocrine Society 's 96th Annual Meeting and Expo (ICE/ENDO 2014) in Chicago and discussed 6 month results of a Phase 2 dose-finding study evaluating the safety and efficacy of its novel long-acting human growth hormone product (Lagova) to treat pediatric growth hormone deficiency disorder (GHD). The Company also announced positive interim six-month Lagova data from its Phase 2 dose-finding study in a press release issued on June 23, 2014. A copy of the press release regarding this announcement is attached as Exhibit 99.3 hereto and is incorporated herein by reference.

In addition, on June 24, 2014, the Company held a conference call and slide presentation webcast to review the data. A copy of the webcast slide presentation is furnished as Exhibit 99.4.

Statements made in the posters and presentations which are not historical are forward-looking statements that reflect management 's current views with respect to future events and performance and may include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions. Such statements are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The fact that these materials are being furnished should not be deemed an admission as to the materiality of any information contained in the materials.

The information contained in Item 7.01 to this Current Report on Form 8-K and Exhibits 99.1, 99.2, 99.3 and 99.4 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing by the Company under the Act, unless expressly stated otherwise.

ITEM 9.01.Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|----------------|---|
| 99.1 | Company Presentation dated June 23, 2014. |
| 99.2 | Company Presentation dated June 23, 2014. |
| 99.3 | Press Release of the Company dated June 23, 2014. |
| 99.4 | Company Webcast Presentation dated June 24, 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.

OPKO Health, Inc.

Date: June 24, 2014

By /s/ Adam Logal

Name: Adam Logal

Title: Senior Vice President,

Chief Financial Officer

EXHIBIT INDEX

Exhibit

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| 147,640,855 | * 0.36 |

10/19/06

* Less than 1%.

PLAN OF DISTRIBUTION

The Selling Stockholders and any of their pledgees, assignees, transferees, donees and successors-in-interest may, from time to time, sell any or all of their shares of Common Stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. These sales may be at fixed or negotiated prices. The Selling Stockholders may use any one or more of the following methods when selling shares:

- on the OTC electronic bulletin board (OTC:BB) or such other market on which the Common Stock may from time to time be trading;
- in privately negotiated transactions;
- through the writing of options on the shares;
- short sales; or
- any combination thereof.

The sale price to the public may be:

- the market price prevailing at the time of sale;
- a price related to such prevailing market price;
- at negotiated prices; or

- such other price as the selling stockholders determine from time to time.

The shares may also be sold pursuant to Rule 144. The Selling Stockholders shall have the sole and absolute discretion not to accept any purchase offer or make any sale of shares if they deem the purchase price to be unsatisfactory at any particular time.

The Selling Stockholders or their respective pledgees, donees, transferees or other successors in interest, may also sell the shares directly to market makers acting as principals or broker-dealers acting as agents for themselves or their customers. These broker-dealers may be compensated with discounts, concessions or commissions from the Selling Stockholders or the purchasers of shares for whom such broker-dealers may act as agents or to whom they sell as principal or both. The compensation as to a particular broker-dealer might be greater than customary commissions. Market makers and block purchasers purchasing the shares will do so for their own account and at their own risk. The Selling Stockholders may sell shares of Common Stock in block transactions to market makers or other purchasers at a price per share, which may be below the then market price. The Selling Stockholders cannot assure that all or any of the shares offered in this prospectus will be issued to, or sold by, the Selling Stockholders. The Selling Stockholders and any brokers, dealers or agents, upon effecting the sale of any of the shares offered in this prospectus, may be deemed "underwriters" as that term is defined under the Securities Act or the Securities Exchange Act of 1934 (or Exchange Act) or the rules and regulations under such Acts.

The Selling Stockholders, alternatively, may sell all or any part of the shares offered in this prospectus through an underwriter. No selling stockholder has entered into any agreement with a prospective underwriter and there is no assurance that any such agreement will be entered into. If a Selling Stockholder enters into such an agreement or agreements, the relevant details will be set forth in a supplement or revisions to this prospectus.

The Selling Stockholders and any other persons participating in the sale or distribution of shares will be subject to applicable provisions of the Exchange Act and the rules and regulations under the Exchange Act, including, without limitation, Regulation M. These provisions may restrict certain activities of, and limit the timing of purchases and sales of any of the shares by, the Selling Stockholders or any other such person. Furthermore, under Regulation M, persons engaged in a distribution of securities are prohibited from simultaneously engaging in market making and certain other activities with respect to such securities for a specified period of time prior to the commencement of such distributions, subject to specified exceptions or exemptions. All of these limitations may affect the marketability of the shares.

We will pay all the expenses incident to this registration. The SEC registration fee was paid with the original SB-2 filing. We estimate that the expenses of the offering to be borne by us will be approximately \$10,000. The estimated offering expenses consist of, printing expenses of \$1,000, accounting fees of \$5,000, legal fees and expenses of \$1,000, transfer agent fees of \$1,000, state Blue Sky registration fees of \$1,000 and miscellaneous expenses of \$1,000. We will not receive any proceeds from the sale of any of the shares of common stock by the Selling Stockholders.

The Selling Stockholders should be aware that the anti-manipulation provisions of Regulation M under the Securities Exchange Act of 1934 will apply to purchases and sales of shares of our Common Stock by the selling stockholders, and that there are restrictions on market-making activities by persons engaged in the distribution of the shares. Under Regulation M, the selling stockholders or their agents may not bid for, purchase, or attempt to induce any person to bid for or purchase, shares of our Common Stock while such selling stockholders are distributing shares covered by this prospectus. Accordingly, except as noted below, the selling stockholders are not permitted to cover short sales by purchasing shares while the offering is taking place. The Selling Stockholders are advised that if a particular offer of Common Stock is to be made on terms constituting a material change from the information set forth above with respect to this Plan of Distribution, then, to the extent required, a post-effective amendment to the accompanying

registration statement must be filed with the Securities and Exchange Commission.

DESCRIPTION OF SECURITIES TO BE REGISTERED

The Company's Common Stock is traded on the OTC Bulletin Board (OTCBB) under the trading symbol "WYNX". The Registrant is registering 9,674,886 common shares, \$0.001 par value that underlie stock purchase warrants that were included in a Form SB-2 registration statement filed with the Securities and Exchange Commission on January 23, 2007 by OnScreen Technologies, Inc., now known as Waytronx, Inc. (the "Registrant"). The SB-2 Registration Statement was declared effective October 26, 2007. The 9,674,886 shares being registered under this post-effective amendment represent only shares underlying warrants that were included in the original SB-2 Registration Statement held by certain of the Selling Stockholders identified in the Registration Statement, but which have not been previously exercised.

We currently have authorized 325,000,000 common shares \$0.001 par value and 10,000,000 preferred shares \$0.001 par value. Of the 10,000,000 authorized preferred shares, 5,000,000 shares have been designated as Series A Convertible Preferred, 30,000 shares have been designated as Series B Convertible Preferred and 10,000 shares have been designated as Series C Convertible Preferred. As of June 30, 2009, the Company's outstanding shares consisted of 166,965,396 issued and outstanding shares of common stock, 50,543 shares of Series A Convertible Preferred Stock and no shares of Series B and Series C Convertible Preferred Stock. As of June 30, 2009, the Company had in excess of 3,000 shareholders of record. The Company has not paid any dividends on its common stock since inception.

The description of the Company's capital stock does not purport to be complete and is subject to and qualified by its Articles of Incorporation and Bylaws, amendments thereto, including the Certificates of Designation for its Series A, Series B and Series C Convertible Preferred Stock and by the provisions of applicable Colorado law. The Company's transfer agent is Computershare Trust Company, Inc., 350 Indiana Street, Suite 800, Golden, Colorado 80401.

INTERESTS OF NAMED EXPERTS AND COUNSEL

Legal Counsel

The legality of the issuance of the shares offered in this prospectus will be passed on for us by Johnson, Pope, Boker, Ruppel & Burns, LLP.

No expert or counsel named in this prospectus as having prepared or having certified any part of this prospectus or having given an opinion upon the validity of the securities being registered or upon other legal matters in connection with the registration or offering of the common stock was employed on a contingency basis, or had, or is to receive, in connection with the offering, a substantial interest, direct or indirect, in the registrant or any of its parents or subsidiaries. Nor was any such person connected with the registrant or any of its parent or subsidiaries as a promoter, managing or principal underwriter, voting trustee, director, officer or employee.

Certifying Accountant

The financial statements of the Company for the years December 31, 2008 and 2007 appearing in this registration statement have been audited by Webb & Company, P. A., Independent Registered Public Accounting Firm effective March 26, 2009, as set forth in their report appearing herein and are included in reliance upon the report given on the authority of the firm as experts in accounting and auditing. Webb & Company, P. A. billed the Company an aggregate of \$49,551 in fees and expenses for professional services rendered in connection with the audit of the Company's financial statements for the fiscal year ended December 31, 2008 and the reviews of the financial statements included in each of the Company's Quarterly Reports on Form 10-Q during the fiscal year ended December 31, 2008. Webb & Company, P. A. billed the Company an aggregate of \$21,707 in fees and expenses for professional services rendered in connection with the audit of the Company's financial statements for the fiscal year ended December 31, 2007 and the reviews of the financial statements included in each of the Company's Quarterly Reports on Form 10-QSB during the fiscal year ended December 31, 2007. Webb & Company, P. A. did not bill any audit related fees, tax fees, or other fees during the years ended December 31, 2008 and 2007.

MATERIAL CHANGES

There were no material changes in the registrant's affairs which have occurred since the end of the latest fiscal year for which certified financial statements were included in the latest annual report to security holders and which have not been described in a report on Form 10-Q or Form 8-K filed under the Exchange Act.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

The SEC allows us to incorporate by reference into this prospectus the information that we file with the SEC in other documents. This means that we can disclose important information to you by referring to other documents that contain that information. The information may include documents filed after the date of this prospectus which update and supersede the information you read in this prospectus. We incorporate by reference the following documents listed below, except to the extent information in those documents is different from the information contained in this prospectus, and all future documents filed with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act, until we terminate the offering of these shares. The Company filed with the Commission:

- (a) Annual Report on Form 10-K for the fiscal year ended December 31, 2008 filed with the Commission March 31, 2009.
- (b) A quarterly report on Form 10-Q for the first quarter of 2009 filed with the Commission May 8, 2009.

- (c) A Form 8-K was filed with the Commission on July 24, 2008 reporting the appointment of two directors.
- (d) A Form 8-K was filed with the Commission on May 1, 2009 reporting the amendment to a promissory note.
- (e) A Form 8-K was filed with the Commission on July 6, 2009 reporting the acquisition of a privately held Japanese electronics/distribution conglomerate.
- (f) All documents subsequently filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the termination of the offering shall be deemed to be incorporated by reference in this registration statement.

You may request a copy of these documents, at no cost, by written request to: Waytronx, Inc., 20050 SW 112th Avenue, Tualatin, Oregon 97062.

WHERE YOU CAN FIND ADDITIONAL INFORMATION

We have filed with the Securities and Exchange Commission a registration statement on Form S-3 pursuant to the Securities Act of 1933, as amended, with respect to the offer, issuance and sale of the shares of our Common Stock being registered herein. This Prospectus does not contain all of the information set forth in the registration statement. For further information with respect to us, and the shares of our Common Stock to be sold in this offering, we make reference to the registration statement.

The Company will provide to each person, including any beneficial owner, to whom a prospectus is delivered:

- (i) a copy of any or all of the information that has been incorporated by reference in the prospectus, but not delivered with the prospectus;
- (ii) we will provide this information upon written or oral request;
- (iii) we will provide this information at no cost to the requester.

You may read and copy all or any portion of the registration statement or any other information, which we filed at the SEC's public reference rooms in Washington, D.C., New York, New York, and Chicago, Illinois. The address for the SEC's public reference room in Washington, D.C. is U.S. Securities and Exchange Commission, 100 "F" Street, N.E., Washington, DC 20549. You may request copies of these documents, upon payment of a duplicating filing fee, by writing to the SEC. Please call the Securities and Exchange Commission at 1-800-SEC-0330 for further information on the operation of the public reference rooms. Our SEC filings are also available to you free of charge at the SEC's web site at <http://www.sec.gov>. Our Company Internet Address is: www.waytronx.com.

DISCLOSURE OF COMMISSION POSITION ON INDEMNIFICATION FOR SECURITIES ACT LIABILITIES

The Colorado General Corporation Act provides that each existing or former director and officer of a corporation may be indemnified in certain instances against certain liabilities which he or she may incur, inclusive of fees, costs and other expenses incurred in connection with such defense, by virtue of his or her relationship with the corporation or with another entity to the extent that such latter relationship shall have been undertaken at the request of the corporation; and may have advanced such expenses incurred in defending against such liabilities upon undertaking to repay the same in the event an ultimate determination is made denying entitlement to indemnification. The Company's bylaws incorporate the statutory form of indemnification by specific reference.

Insofar as indemnification for liabilities may be invoked to disclaim liability for damages arising under the Securities Act of 1933, as amended, or the Securities Act of 1934 (collectively, the "Acts"), as amended, it is the position of the Securities and Exchange Commission that such indemnification is against public policy as expressed in the Acts and are therefore, unenforceable.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Other Expenses of Issuance and Distribution

The following table sets forth various expenses, which will be incurred in connection with the registration of our securities. Other than the SEC Registration Fee, the amounts set forth below are estimates:

| | | |
|------------------------------|----|--------|
| SEC Registration Fee* | \$ | paid |
| Printing Expenses | \$ | 1,000 |
| Legal Fees and Expenses | \$ | 5,000 |
| Accounting Fees and Expenses | \$ | 1,000 |
| Transfer Agent Fees | \$ | 1,000 |
| State Blue Sky filings | \$ | 1,000 |
| Miscellaneous expenses | \$ | 1,000 |
| TOTAL | \$ | 10,000 |

*The SEC registration fee was paid with the original SB-2 filing.

Indemnification of Directors and Officers

The Colorado General Corporation Act provides that each existing or former director and officer of a corporation may be indemnified in certain instances against certain liabilities which he or she may incur, inclusive of fees, costs and other expenses incurred in connection with such defense, by virtue of his or her relationship with the corporation or with another entity to the extent that such latter relationship shall have been undertaken at the request of the corporation; and may have advanced such expenses incurred in defending against such liabilities upon undertaking to repay the same in the event an ultimate determination is made denying entitlement to indemnification. The Company's bylaws incorporate the statutory form of indemnification by specific reference.

A corporation may not eliminate liability: (i) for acts or omissions involving intentional misconduct or knowing and culpable violations of law; (ii) for acts or omissions that the individual believes to be contrary to the best interests of the corporation or its shareholders or that involve the absence of good faith on the part of the individual; (iii) for any transaction from which the individual derived an improper personal benefit; (iv) for acts or omissions involving a reckless disregard for the individual's duty to the corporation or its shareholders when the individual was aware or should have been aware of a risk of serious injury to the corporation or its shareholders; (v) for acts or omissions that constitute an unexcused pattern of inattention that amounts to any abdication of the individual's duty to the corporation or its shareholders; or (vii) for improper distribution to shareholders and loans to directors and officers. Also, a corporation may not eliminate liability for any act or omission occurring prior to the date on which the corporation authorizes indemnification of its directors, officers, employees and agents.

The above discussion of our Articles of Incorporation and the General Corporation Law of Colorado is only a summary and is qualified in its entirety by the full text of each of the foregoing.

Insofar as indemnification for liabilities may be invoked to disclaim liability for damages arising under the Securities Act of 1933, as amended, or the Securities Act of 1934 (collectively, the "Acts"), as amended, it is the position of the Securities and Exchange Commission that such indemnification is against public policy as expressed in the Acts and are therefore, unenforceable.

EXHIBITS

The following exhibits are included as part of this Form S-3.

| Exhibit No. | Description |
|-------------|---|
| 3.11 | Amended Articles of Incorporation of the Company. |
| 3.21 | Bylaws of the Company. |
| 3.32 | Articles of Amendment to Certificate of Incorporation - Certificate of Designations, Preferences, Limitations and Relative Rights of the Series A Preferred Stock, filed July 25, 2002. |
| 3.42 | Articles of Amendment to Articles of Incorporation-Terms of Series A Convertible Preferred Stock, filed November 13, 2003. |
| 3.52 | Amendment to Restated Articles of Incorporation, filed December 23, 2003. |
| 3.62 | Articles of Amendment to Certificate of Incorporation - Certificate of Designations of the Series B Convertible Preferred Stock, filed April 1, 2004. |
| 3.73 | Restated Articles of Incorporation, Officers' Certificate and Colorado Secretary of State Certificate filed June 30, 2004 showing corporate name change to Onscreen Technologies, Inc. |
| 3.84 | Restated Articles of Incorporation and Colorado Secretary of State Certificate filed January 7, 2008 showing corporate name change to Waytronx, Inc. |
| 4.19 | Form of common stock purchase warrant template. |
| 5.19 | Opinion and consent of Johnson, Pope, Bokor, Ruppel & Burns, LLP, filed herewith. |
| 10.22 | Contract and License Agreement between the Registrant and John Popovich, dated July 23, 2001. |
| 10.32 | Agreement by and among the Registrant, John Popovich and Fusion Three, LLC, dated January 14, 2004. |
| 10.42 | Letter Agreement between the Registrant and John Popovich, dated January 15, 2004. |
| 10.52 | Master Settlement and Release Agreement by and among the Registrant, Fusion Three, LLC, Ryan Family Partners, LLC and Capital Management Group, Inc., dated February 3, 2004. |
| 10.62 | First Amendment to Contract and License Agreement, dated February 3, 2004. |
| 10.175 | Assignment, dated February 16, 2005, of WayCool technology patents ownership from inventor to CH Capital |
| 10.185 | Assignment, dated February 16, 2005, of WayCool technology patents ownership from CH Capital to Company. |
| 10.225 | Promissory Note dated March 25, 2005 evidencing \$1,500,000 unsecured short term loan. |
| 10.236 | Waytronx, Inc. 2005 Equity Incentive Plan and Equity Ownership Agreement template. |
| 10.257 | Employment Agreement between the Registrant and William J. Clough, Esq. dated November 21, 2005. |
| 10.26 | A Form 8-K was filed with the Commission on May 1, 2009 reporting the amendment to a promissory note. |
| 10.27 | A Form 8-K was filed with the Commission on July 6, 2009 reporting the acquisition of a privately held Japanese electronics/distribution conglomerate. |
| 10.288 | Waytronx, Inc. 2008 Equity Incentive Plan. |
| 14.16 | Waytronx, Inc. Code of Ethics for Principal Executive and Financial Officers and Waytronx, Inc. Code of Ethics and Business Conduct Statement of General Policy. |
| 15.29 | Letter on unaudited interim financial information. |

- 23.39 Consent of Webb & Company, P. A., Boca Raton, Florida as the Company's Independent Registered Public Accounting Firm, included in Exhibit 15.
- 23.59 Consent of Johnson, Pope, Bokor, Ruppel & Burns and LLP, included in Exhibit 5.1.

Footnotes to Exhibits:

- 1 Incorporated by reference to our Registration Statement on Form SB-2/A filed with the Commission on October 26, 2001.
- 2 Incorporated by reference to our Form 10-KSB filed with the Commission on April 14, 2004.
- 3 Incorporated by reference to our Report on Form 10-KSB filed with the Commission on March 31, 2005.
- 4 Incorporated by reference to our Registration Statement on Form S-8 filed March 12, 2008.
- 5 Incorporated by reference to our Report on Form 10-KSB filed with the Commission on May 4, 2005.
- 6 Incorporated by reference to our Proxy Statement and Notice of 2005 Annual Shareholder Meeting filed with the Commission October 7, 2005.
- 7 Incorporated by reference to our Report on Form 10-KSB filed with the Commission on February 24, 2006.
- 8 Incorporated by reference to the Proxy Statement and Notice of 2008 Annual Shareholder Meeting filed with the Commission July 3, 2008.

9

Filed herewith.

UNDERTAKINGS

The undersigned registrant hereby undertakes to file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

- i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
- ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
- iii. To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;
- iv. To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

For purposes of determining any liability under the Securities Act of 1933, as amended, treat the information omitted from the form of Prospectus filed as part of this registration statement in reliance upon Rule 430A, and contained in a form of Prospectus filed by the small business issuer under Rule 424(b)(1) or (4) or 497(h) under the Securities Act as part of this registration statement as of the time the Commission declares it effective.

For determining any liability under the Securities Act, treat each post-effective amendment that contains a form of Prospectus as a new registration statement for the securities offered in the registration statement, and that offering of the securities at the time as the initial bona fide offering of those securities.

The undersigned registrant hereby undertakes to deliver or cause to be delivered with the prospectus, to each person to whom the prospectus is sent or given, the latest annual report to security holders that is incorporated by reference in the prospectus and furnished pursuant to and meeting the requirements of Rule 14a-3 or Rule 14c-3 under the Securities Exchange Act of 1934; and, where interim financial information required to be presented by Article 3 of Regulation S-X are not set forth in the prospectus, to deliver, or cause to be delivered to each person to whom the prospectus is sent or given, the latest quarterly report that is specifically incorporated by reference in the prospectus to provide such interim financial information.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended, may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933, as amended, and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question of whether such indemnification by it is against public policy as expressed in the Securities Act of 1933, as amended, and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements of filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Tualatin, State of Oregon on August 14, 2009.

Waytronx, Inc.

By: /s/ William J. Clough, Esq.
William J. Clough, Esq.,
Chief Executive Officer/President

/s/ Daniel N. Ford
Daniel N. Ford,
Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|---|----------|-----------------|
| /s/ Colton R. Melby Colton R. Melby | Director | August 14, 2009 |
| /s/ William J. Clough William J. Clough | Director | August 14, 2009 |
| /s/ Thomas A. Price Thomas A. Price | Director | August 14, 2009 |
| /s/ Sean P. Rooney Sean P. Rooney | Director | August 14, 2009 |
| /s/ Corey Lambrecht Corey Lambrecht | Director | August 14, 2009 |
| /s/ Matthew M. McKenzie Matthew M McKenzie | Director | August 14, 2009 |