

HYDRON TECHNOLOGIES INC

Form 8-K

October 10, 2007

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15 (d) OF**

**THE SECURITIES AND EXCHANGE ACT OF 1934**

Date of Report (Date of earliest reported): **October 3, 2007**

## **HYDRON TECHNOLOGIES, INC.**

(Exact name of registrant as specified in charter)

**New York**  
(State or other  
jurisdiction of  
incorporation)

**0-6333**  
(Commission File  
Number)

**13-1574215**  
(IRS Employer  
Identification No.)

**4400 34<sup>th</sup> Street N, Suite F,**

**Saint Petersburg, Florida 33714**

(Address of principal executive offices)

**(727) 342-5050**

(Registrant's telephone number, including area code)

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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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**Item 1.01 Entry into a Material Definitive Agreement; and**

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

On October 3, 2007, Hydron Technologies, Inc., a New York corporation (the **Company**), closed on a private offering (the **Offering**) of 1,400,000 units (**Units**), comprised of one (1) share (**Share**) of its Common Stock and one (1) warrant (**Warrant**) for the purchase of one (1) share of Common Stock. The Company received gross proceeds of One Hundred Seventy Five Thousand Dollars (\$175,000) from the sale of Units in the Offering.

After issuance of the Shares sold in the Offering, the Company has a total of 18,558,676 shares of Common Stock outstanding plus an additional 9,956,500 shares of Common Stock issuable upon the exercise of options and warrants (including the Warrants). Accordingly, the issuance of Units will increase the number of shares of Common Stock by approximately 8% and the number of fully-diluted shares of Common Stock by approximately 11%.

Among the individuals who purchased Units in the Offering is Ronald J. Saul, a director of the Company who together with his spouse purchased 300,000 Units pursuant to two separate subscription agreements. Mr. Saul and his spouse paid for 200,000 Units by the cancellation of certain indebtedness owed to them by the Company evidenced by a promissory note in the principal amount of Twenty Five Thousand Dollars (\$25,000) and paid for 100,000 Units by payment in cash.

Following the closing of the Offering, Mr. Saul beneficially owns 6,038,536 shares of Common Stock, comprised of 3,638,536 shares held directly by him and his immediate family members and 2,400,000 shares of Common Stock issuable upon the exercise of options and common stock purchase warrants (including the Warrants), representing beneficial ownership of approximately 29% of the Common Stock.

Under the terms of the Offering, the Company has agreed that in the event that the Company shall grant **piggy back** registration rights to any other party to cause the Company's Common Stock or any security exercisable or exchangeable for, or convertible into, shares of Common Stock to be included in a registration statement filed by the Company for sale by any selling shareholder or by the Company, the Company will grant the holders of the Shares and Warrants similar registration rights.

The Company offered and sold the Units, including the Shares and the Warrants included in the Units, without registration under the Securities Act in reliance on the exemptions from registration provided by Rule 506 of Regulation D and Section 4(2) of the Securities Act, and with respect to applicable state securities law registration requirements in reliance on the preemption from applicable state registration requirements provided under Section 18(a) of the Securities Act. Each purchaser of Units is an **accredited investor** as defined in Rule 501(a) under the Securities Act of 1933, as amended (the **Securities Act**).

The Company intends to use the proceeds of the Offering to pay current obligations of the Company. The balance, if any, will be used for working capital and general corporate purposes, including funding ongoing operations.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial statements of businesses acquired.

Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Shell Company Transactions.

Not applicable.

(d) Exhibits

Please see the Exhibit Index following the Signature Page for the Exhibits included with this Report.

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**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.

**HYDRON TECHNOLOGIES, INC.**

BY: /s/ DAVID POLLOCK

David Pollock

Chief Executive Officer

Dated: October 9, 2007

**EXHIBIT INDEX**

<b><u>Exhibit No.</u></b>	<b><u>Description of Document</u></b>
<b><u>10.1</u></b>	<u>Subscription Agreement dated October 3, 2007 between Hydron Technologies and Ronald J. Saul and Antonette G. Saul, jointly for the purchase of 200,000 Units [paid by cancellation of \$25,000 promissory note].</u>
<b><u>10.2</u></b>	<u>Common Stock Purchase Warrant dated October 3, 2007 in favor of Ronald J. Saul and Antonette G. Saul, jointly [related to the Subscription Agreement filed as Exhibit 10.1].</u>
<b><u>10.3</u></b>	<u>Subscription Agreement dated October 3, 2007 between Hydron Technologies and Ronald J. Saul and Antonette G. Saul, jointly for the purchase of 100,000 Units [paid in cash].</u>
<b><u>10.4</u></b>	<u>Common Stock Purchase Warrant dated October 3, 2007 in favor of Ronald J. Saul and Antonette G. Saul, jointly [related to the Subscription Agreement filed as Exhibit 10.2].</u>

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