

STREAMLINE HEALTH SOLUTIONS INC.

Form 8-K

December 07, 2011

**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): December 7, 2011

**Streamline Health Solutions, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction

of incorporation)

**0-28132**  
(Commission

File Number)

**31-1455414**  
(IRS Employer

Identification No.)

Edgar Filing: STREAMLINE HEALTH SOLUTIONS INC. - Form 8-K

**10200 Alliance Road, Suite 200, Cincinnati, OH**  
(Address of principal executive offices)

**45242-4716**  
(Zip Code)

**Registrant's telephone number, including area code (513) 794-7100**

Check the appropriate box below if the Form 8-K 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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

**Overview**

Streamline Health Solutions, Inc. a Delaware corporation, and its wholly-owned subsidiary IPP Acquisition, LLC. (collectively, the Company ) has signed a definitive asset purchase agreement ( the Agreement ) with Atlanta-based Interpoint Partners, LLC ( Interpoint ) a Georgia limited liability company.

**Asset Purchase Agreement**

On December 7, 2011, the Company signed a definitive asset purchase agreement to purchase substantially all of Interpoint s assets for a combination of cash and a convertible subordinated note totaling \$5 million. Additionally, the Agreement provides for a contingent earn out payment in cash or convertible subordinated notes based on Interpoint s financial performance for the 12 month period beginning six months after closing and ended 12 months thereafter. Closing of the Agreement is subject to standard closing conditions, including closing of a financing transaction. Details of the financing transaction will be forthcoming upon closing of the acquisition.

The descriptions of the assets above, as well as all other provisions of the Purchase Agreement are qualified in their entirety by reference to the terms of the Purchase Agreement attached hereto as Exhibit 10.1.

**Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

**EXHIBIT**

| <b>NUMBER</b> | <b>DESCRIPTION</b>   |
|---------------|--|
| 10.1          | Asset Purchase Agreement, effective as of December 7, 2011 among Streamline Health Solutions, Inc. and Interpoint Partners, LLC. |
| 99.1          | Press Release dated December 7, 2011   |

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1934, registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

STREAMLINE HEALTH SOLUTIONS, INC.

Date: December 7, 2011

By: /s/ Stephen H. Murdock  
Stephen H. Murdock  
Chief Financial Officer

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>   |
|--------------------|---|
| Exhibit 10.1       | Asset Purchase Agreement, effective as of December 6, 2011 among Streamline Health Solutions, Inc. and InterPoint Partners, LLC |
| Exhibit 99.1       | Press Release dated December 7, 2011  |