

NORD RESOURCES CORP
Form 8-K
March 08, 2007

**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

March 8, 2007

Date of Report (Date of earliest event reported)

NORD RESOURCES CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation)

0-26407

(Commission File
Number)

85-0212139

(IRS Employer Identification
No.)

1 West Wetmore Road, Suite 203

Tucson, Arizona

(Address of principal executive offices)

85705

(Zip Code)

520-292-0266

Registrant's telephone number, including area code

(Former name or former address, if changed since last report)

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:

| | |
|--------------------------|--|
| <input type="checkbox"/> | Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425) |
| <input type="checkbox"/> | Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12) |
| <input type="checkbox"/> | Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b)) |
| <input type="checkbox"/> | Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c)) |

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SECTION 1 Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

Nord Resources Corporation (Nord) has issued a news release announcing that Nord has entered into a settlement agreement (the Settlement Agreement) with Platinum Diversified Mining, Inc. (PDM) and PDM's direct and indirect subsidiaries, Platinum Diversified Mining USA, Inc. (PDM USA) and PDM Merger Corp. (together with PDM and PDM USA, the PDM Parties), in connection with agreement and plan of merger dated October 23, 2006 (the Merger Agreement) among the parties. The Merger Agreement contemplated the acquisition of Nord by PDM in an all-cash merger transaction (the Merger).

The Settlement Agreement, dated March 7, 2007, sets forth the terms and conditions of the settlement of the dispute and disagreements between Nord and the PDM Parties arising from the failure of the Merger to close.

Terms of Settlement

Under the Settlement Agreement, the PDM Parties have agreed to pay to Nord an amount of up to \$3.6 million in full and final settlement of all claims and disputes between the parties, as follows:

- (a) The PDM Parties have agreed to forthwith pay the sum of \$1.1 million to Nord (the Initial Payment), to be paid by way of the release to Nord of the \$1 million previously deposited by PDM with American Stock Transfer & Trust Company (AST), as escrow agent, pursuant to the Merger Agreement (including interest, but net of AST's expenses), with any shortfall to be paid from PDM's working capital; and
- (b) PDM has agreed to pay the sum of \$50,000 to Nord each calendar month, beginning on April 1, 2007 (the Monthly Payments) until the earlier of (i) the completion of an acquisition by PDM that meets certain prescribed criteria (a Qualifying Acquisition), or (i) the actual liquidation of PDM if it has not entered into a letter of intent or agreement in principle to effect a Qualifying Acquisition, or if it has not completed a Qualifying Transaction, by certain prescribed dates.

Nord has received the Initial Payment of \$1.1 million. If PDM completes a Qualifying Acquisition, PDM will be required to pay the balance owing on the settlement sum of \$3.6 million (the Balance of Settlement Funds), net of the Initial Payment and any Monthly Payments actually received by Nord. The Balance of Settlement Funds will be payable to Nord out of certain funds being held in trust (the Trust Funds) as a condition of PDM's listing as a special purpose acquisition corporation on the AIM market (AIM) of the London Stock Exchange. If there are not sufficient Trust Funds to pay the Balance of Settlement Funds, PDM will be required to pay to Nord the greater of: (i) the funds available and (ii) \$1 million, payable in either case out of the Trust Funds and continue to make Monthly Payments, plus interest, until the Balance of Settlement Funds has been paid.

According to PDM's public disclosure record, it was admitted to trading on AIM on March 13, 2006 (the Admission Date), and it must be dissolved and the Trust Funds returned to its security holders, if it has not: (a) effected a Qualifying Acquisition or signed a letter of intent, agreement in principle or definitive agreement to effect a Qualifying Acquisition within the 12 months following the Admission Date; or (b) (having signed a letter of intent or an agreement in principle within 12 months following the Admission Date) effected an acquisition within 18 months following the Admission Date. In the event that PDM is dissolved for having failed to meet these conditions, it will not be required to pay the Balance of Settlement Funds to Nord and shall be relieved of any further obligations to make payments under the Settlement Agreement.

Under the Settlement Agreement, the PDM Parties have acknowledged that Nord is also entitled to retain any and all payments made by the PDM Parties under the Merger Agreement to keep Nord's option on the Coyote Springs property in good standing.

SECTION 9 FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

| Exhibit No. | Exhibit |
|--------------------|--|
| <u>99.1</u> | <u>News release dated March 8, 2007*</u> |

* Filed herewith.

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.

**NORD RESOURCES
CORPORATION**

Date: March 8, 2007

By: */s/ Ronald Hirsch*
Ronald Hirsch
Chairman

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