

RCG COMPANIES INC  
Form 8-K  
December 15, 2004

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**FORM 8-K**

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**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 9, 2004**

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**RCG COMPANIES INCORPORATED  
(Exact name of registrant as specified in its charter)**

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<b>Delaware</b> (State or other jurisdiction of incorporation)	<b>1-8662</b> (Commission File Number)	<b>23-2265039</b> (IRS Employer Identification No.)
----------------------------------------------------------------------	----------------------------------------------	-----------------------------------------------------------

<b>6836 Morrison Blvd., Ste. 200, Charlotte, North Carolina</b> (Address of principal executive offices)	<b>28211</b> (Zip Code)
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**(704) 366-5054**  
(Registrant's telephone number, including area code)

**Not Applicable**  
(Former name or former address, if changed since last report)

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)

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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 Material Definitive Agreement**

Disclosure information required for Item 1.01 is contained in Item 2.01 below which is incorporated by reference.

**Item 2.01 Completion of Acquisition or Disposition of Assets**

On December 10, 2004, RCG Companies Incorporated s ( RCG ) subsidiary FSTours, Inc., d/b/a Vacation Express, ( Company or FSTours ) completed a transaction pursuant to an Asset Purchase Agreement by and between Company and Vacation Acquisition, LLC ( Purchaser ), dated December 9, 2004. Under the terms and conditions of the Asset Purchase Agreement, the Company sold to Purchaser substantially all of the assets of FSTours and the Purchaser agreed to assume \$8,000,000 in liabilities, consisting principally of trade payables and certain other liabilities and obligations arising under contracts and other agreed matters. Under the terms of the Agreement, RCG has agreed to guaranty the payment and performance obligations of the Company. The terms of this transaction are more fully set forth in the Asset Purchase Agreement, a copy of which is attached to this filing.

RCG issued a press release describing the transaction, a copy of which is attached to this filing.

**Item 9.01. Financial Statements and Exhibits**

- (b) Unaudited pro forma financial information of RCG reflecting the sale of FSTours business.

The unaudited pro forma consolidated financial information gives effect to the sale of the FSTours business as if the disposition had occurred for the consolidated balance sheet on September 30, 2004, and for the consolidated statement of operations on July 1 of each period presented.

The pro forma adjustments are based on presently available information. The unaudited pro forma information has been included as required by the Securities and Exchange Commission and is not necessarily indicative of the results that would have been reported had the disposition actually occurred on the dates specified, nor is it indicative of the results that may be obtained in the future.

**RCG Companies Incorporated and Subsidiaries**  
**PRO FORMA CONSOLIDATED BALANCE SHEET**  
**AT SEPTEMBER 30, 2004**  
(In thousands, except share data)  
(Unaudited)

	RCG Historical	Pro Forma Adjustments		RCG Pro Forma
		Sale of FSTours	Other Adjustments	
<b>ASSETS</b>				
Cash and cash equivalents	\$ 2,640			\$ 2,640
Restricted cash	19,210	\$ (8,857)		10,353
Accounts receivable, net of allowance of doubtful accounts of \$328 and \$332, respectively	3,679	(603)		3,076
Due from affiliates	6			6
Inventory	73			73
Investments	322			322
Prepaid expenses	3,371	(1,290)		2,081
<b>Total current assets</b>	<b>29,301</b>	<b>(10,750)</b>		<b>18,551</b>
Property and equipment, net	1,751	(659)		1,092
Deferred costs and other assets	459	(2)		457
Goodwill and other intangible assets	24,394	(5,245)		19,149
<b>Total assets</b>	<b>\$ 55,905</b>	<b>\$ (16,656)</b>	(A)	<b>\$ 39,249</b>
<b>LIABILITIES AND SHAREHOLDERS EQUITY</b>				
Notes payable and other obligations-current portion	\$ 2,148			\$ 2,148
Accounts payable and accrued expenses	21,857	\$ (8,382)	(B)(C)	13,475
Unearned income	20,914	(9,446)	(D)	11,468
<b>Total current liabilities</b>	<b>44,919</b>	<b>(17,828)</b>		<b>27,091</b>
Warrant obligations	2,802			2,802
Notes payable and other obligations	7,279			7,279
<b>Total liabilities</b>	<b>55,000</b>	<b>(17,828)</b>		<b>37,172</b>
<b>Commitments and Contingencies</b>				
<b>Shareholders equity:</b>				
Preferred stock, \$.01 par value, 10,000,000 shares authorized, 4,300 and -0- issued, respectively	-			-
Common stock, \$.04 par value, 200,000,000 shares authorized, 21,301,504 and 21,289,004 issued, 21,170,290 and 21,157,790 outstanding, respectively	850			850
Additional paid-in capital	123,832			123,832
Accumulated deficit	(122,869)	1,172		(121,697)

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Accumulated other comprehensive loss	(276)		(276)
Treasury stock at cost (131,214 shares)	(632)		(632)
Total shareholders equity	905	1,172	2,077
Total liabilities and shareholders equity \$	55,905	\$ (16,656)	\$ 39,249

**RCG Companies Incorporated and Subsidiaries**  
**PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS**  
**FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2004**

(In thousands, except share data)

(Unaudited)

	RCG Historical	Pro Forma Adjustments Sale of FSTours	Other Adjustments	RCG Pro Forma
<b>Revenue:</b>				
Services	\$ 52,283	\$ (25,906)		\$ 26,377
Product sales	4,517			4,517
<b>Total revenue</b>	<b>56,800</b>	<b>(25,906)</b>		<b>30,894</b>
<b>Cost of revenue:</b>				
Services	53,484	(27,409)		26,075
Product sales	4,016			4,016
<b>Total cost of revenue</b>	<b>57,500</b>	<b>(27,409)</b>		<b>30,091</b>
<b>Gross (loss) profit</b>	<b>(700)</b>	<b>(1,503)</b>		<b>803</b>
<b>Selling, general and administrative expenses</b>				
Selling, general and administrative expenses	6,791	(2,173)		4,618
Depreciation and amortization	213	(80)		133
<b>Operating costs and expenses</b>	<b>7,004</b>	<b>(2,253)</b>		<b>4,751</b>
<b>Operating loss</b>	<b>(7,704)</b>	<b>(3,756)</b>		<b>(3,948)</b>
Interest expense, net	278	(133)		145
Gain on investments, net	-			-
<b>Other income</b>	<b>(250)</b>	<b>-</b>		<b>(250)</b>
<b>Net loss</b>	<b>\$ (7,732)</b>	<b>\$ (3,889)</b>		<b>\$ (3,843)</b>
<b>Basic and diluted net loss per share:</b>				
<b>Net loss</b>	<b>\$ (0.37)</b>			<b>\$ (0.18)</b>
<b>Weighted average shares outstanding</b>	<b>21,166,198</b>			<b>21,166,198</b>

**RCG Companies Incorporated and Subsidiaries**  
**PRO FORMA CONSOLIDATED STATEMENT OF OPERATIONS**  
**FOR THE YEAR ENDED JUNE 30, 2004**

(In thousands, except share data)

(Unaudited)

	RCG Historical	Pro Forma Adjustments Sale of FSTours	Other Adjustments	RCG Pro Forma
<b>Revenue:</b>				
Services	\$ 165,765	\$ (72,873)		\$ 92,892
Product sales	15,042			15,042
<b>Total revenue</b>	<b>180,807</b>	<b>(72,873)</b>		<b>107,934</b>
<b>Cost of revenue:</b>				
Services	154,812	(72,812)		82,000
Product sales	13,244			13,244
<b>Total cost of revenue</b>	<b>168,056</b>	<b>(72,812)</b>		<b>95,244</b>
<b>Gross (loss) profit</b>	<b>12,751</b>	<b>(61)</b>		<b>12,690</b>
<b>Selling, general and administrative expenses</b>				
	18,637	(4,888)		13,749
Depreciation and amortization	810	(197)		613
Goodwill impairment	1,199			1,199
Operating costs and expenses	20,646	(5,085)		15,561
<b>Operating loss</b>	<b>(7,895)</b>	<b>(5,024)</b>		<b>(2,871)</b>
Interest expense, net	842	(322)		520
Gain on investments, net	(120)			(120)
Other income	(95)	(5)		(100)
Loss from continuing operations	(8,522)	(5,351)		(3,171)
Loss from discontinued operations, net	(3,591)			(3,591)
<b>Net loss</b>	<b>\$ (12,113)</b>	<b>\$ (5,351)</b>		<b>\$ (6,762)</b>
<b>Basic and diluted net loss per share:</b>				
Loss from continuing operations	\$ (0.51)			\$ (0.19)
Loss from discontinued operations	(0.21)			(0.21)
<b>Net loss</b>	<b>\$ (0.72)</b>			<b>\$ (0.40)</b>
<b>Weighted average shares outstanding</b>	<b>16,799,540</b>			<b>16,799,540</b>





**RCG Companies Incorporated and Subsidiaries  
NOTEs to Pro Forma statements**

(A) Assets of FSTours business sold.

(B) Liabilities assumed by the Purchaser.

(C) Debt forgiven by Purchaser's affiliate.

(D) Unearned income, primarily related to deposits for future travel assumed by the Purchaser.

(c) Exhibits

Exhibit    Description

10.1 Asset Purchase Agreement dated December 9, 2004 by and between Vacation Acquisition, LLC and FSTours, Inc.

99.1                                      Press Release dated December 13, 2004.

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.

Dated: December 14, 2004

RCG COMPANIES INCORPORATED

By: /s/ Michael Pruitt

Michael Pruitt

President