

EAU TECHNOLOGIES, INC.  
Form 8-K  
May 21, 2008

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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):** May 14, 2008

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**EAU Technologies, Inc.**  
(Exact name of registrant as specified in its charter)

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<b>Delaware</b> (State or Other Jurisdiction of Incorporation)	<b>000-51807</b> (Commission File Number)	<b>87-0654478</b> (IRS Employer Identification No.)
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**Suite A, 1890 Cobb International Blvd., Kennesaw, GA 30152**  
(Address of principal executive office) (zip code)

**Registrant's telephone number, including area code: (678) 388-9492**

**N/A**  
(Former name or former address, if changed since last report)

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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 (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)

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- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### **Section 3 - Securities and Trading Markets**

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

On May 14, 2008, Water Science LLC (“WS”) advanced \$500,000 to EAU Technologies, Inc. (the “Company”) in anticipation of an exercise of a portion of its warrants to purchase Company common stock. On May 20, 2008 WS exercised a portion of its warrants and the Company agreed to issue 769,230 shares of common stock to WS, at an exercise price of \$1.30 per share. The aggregate exercise price was \$1.0 million, of which \$500,000 was funded by the advance made by WS on May 14, 2008 described above, and \$500,000 was funded by an advance made by WS to the Company on October 12, 2007, as reported in the Company’s Form 8-K filed on October 15, 2007. The warrants were issued as part of the \$4.2 million financing transaction announced in the Company’s Form 8-K filed on May 15, 2007.

The sale of the above referenced securities was exempt from registration with the Securities and Exchange Commission under Section 4(2) of the Securities Act of 1933 and Rule 506 of Regulation D promulgated thereunder.

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**SIGNATURES**

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

Dated: May 21, 2008

EAU TECHNOLOGIES, INC.

By: /s/ Brian D. Heinhold

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Brian D. Heinhold  
Chief Financial Officer