

Edgar Filing: RCG COMPANIES INC - Form 8-K/A

RCG COMPANIES INC
Form 8-K/A
March 11, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

AMENDMENT NO. 1 TO CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): FEBRUARY 10, 2005

RCG COMPANIES INCORPORATED
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE (STATE OR OTHER JURISDICTION OF INCORPORATION)	1-8662 (COMMISSION FILE NUMBER)	23-2265039 (IRS EMPLOYER IDENTIFICATION NO.)
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6836 MORRISON BLVD., STE. 200, CHARLOTTE, NORTH CAROLINA (ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)	28211 (ZIP CODE)
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REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE (704) 366-5054

(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)
- 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))

EXPLANATORY NOTE

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This Amendment No. 1 to our Current Report on Form 8-K filed February 16, 2005 is being filed for the sole purpose of disclosing that the Registrant has made an additional payment of \$100,000 in order to extend the Closing Date until April 14, 2005.

ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On February 10, 2005, RCG Companies Incorporated (the "Registrant") entered into an Agreement and Plan of Merger with Terra Networks Asociadas , S.I., Amadeus Americas, Inc and Avanti Management, Inc. (collectively, the "Shareholders") and OneTravel, Inc. ("OneTravel"), for the acquisition of the 100% of the outstanding capital stock of OneTravel, as described in our Current Report on Form 8-K filed February 16, 2005 (the "Form 8-K").

On March 9, 2005, the Registrant paid an additional \$100,000 in order to extend the Closing Date until April 14, 2005. See the Form 8-K for an additional description of the transaction.

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: March 11, 2005

RCG COMPANIES INCORPORATED

By: /s/ Marc Bercoon

Marc Bercoon
Chief Financial Officer

; border-bottom-width: 1 "> 5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director
___ Officer (give title below)
(Last)
___X___ 10% Owner
___ Other (specify below)
(First) (Middle)

200 HIGH STREET, SUITE 700 3. Date of Earliest Transaction (Month/Day/Year)
12/19/2007

(Street)

BOSTON, MA 02110 4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person
(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

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1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.01 par value	12/19/2007		S	8,300 D	\$ 36.2 523,441	I	See Footnote (1)
Common Stock, \$.01 par value	12/20/2007		S	100 D	\$ 36.16 523,341	I	See Footnote (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Prides Capital Partners, LLC 200 HIGH STREET SUITE 700 BOSTON, MA 02110		X		
Richardson Kevin A II 200 HIGH STREET		X		

SUITE 700
BOSTON, MA 02110

Indick Murray A
200 HIGH STREET
SUITE 700 X
BOSTON, MA 02110

Lawlor Henry J Jr
200 HIGH STREET
SUITE 700 X
BOSTON, MA 02110

McCarthy Charles E
200 HIGH STREET
SUITE 700 X
BOSTON, MA 02110

Signatures

Prides Capital
Partners, LLC 12/21/2007

**Signature of Reporting
Person Date

Kevin A. Richardson,
II 12/21/2007

**Signature of Reporting
Person Date

Murray A. Indick 12/21/2007

**Signature of Reporting
Person Date

Henry J. Lawlor Jr. 12/21/2007

**Signature of Reporting
Person Date

Charles E. McCarthy 12/21/2007

**Signature of Reporting
Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

The shares of Common Stock reported herein as indirectly beneficially owned by Prides Capital Partners, L.L.C. are owned directly by Prides Capital Fund I, L.P. (523,341 shares of common stock). Because Prides Capital Partners, L.L.C. is the general partner of Prides Capital Fund I, L.P., Prides Capital Partners, L.L.C. may be deemed to be the beneficial owner of shares owned by such entity. Because

- (1) Kevin A. Richardson, II, Murray A. Indick, Henry J. Lawlor, Jr., and Charles E. McCarthy are the controlling shareholders of Prides Capital Partners, L.L.C., they may be deemed to be the beneficial owners of shares deemed to be beneficially owned by such entity. Each of Prides Capital Partners, L.L.C., Prides Capital Fund I, L.P., Kevin A. Richardson, II, Murray A. Indick, Henry J. Lawlor, Jr., and Charles E. McCarthy disclaim beneficial ownership of these shares, except to the extent of any pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.