

IMMEDIATEK INC
Form 10-Q
August 15, 2011

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q**

(Mark One)

- ☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**
For the quarterly period ended **June 30, 2011**
- ☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE EXCHANGE ACT**
For the transition period from _____ to _____
Commission file number: **000-26073**
IMMEDIATEK, INC.
(Exact name of registrant as specified in its charter)

Nevada

86-0881193

(State or other jurisdiction of incorporation or organization)

(IRS Employer Identification No.)

**3301 Airport Freeway, Suite 200
Bedford, Texas**

76021

(Address of principal executive offices)

(Zip code)

(888) 661-6565

(Issuer's telephone number, including area code)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer ☐ Accelerated filer ☐ Non-accelerated filer ☐ Smaller reporting company ☒
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes ☐ No ☒

As of August 13, 2011, the issuer had 15,865,641 shares of common stock outstanding.

**IMMEDIATEK, INC.
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INTRODUCTION

Unless the context otherwise indicates, all references in this Quarterly Report on Form 10-Q to the Company, Immediatek, Officeware, DiscLive, IMKI Ventures, we, us, our or ours or similar words are to Immediatek and its direct, wholly-owned subsidiaries, Officeware Corporation, DiscLive, Inc. or IMKI Ventures, Inc. Accordingly, there are no separate financial statements for Officeware Corporation, DiscLive, Inc. or IMKI Ventures, Inc.

TRADEMARKS AND SERVICE MARKS

This Quarterly Report on Form 10-Q contains registered trademarks and servicemarks owned or licensed by entities and persons other than us.

MARKET AND INDUSTRY DATA AND FORECASTS

Market and industry data and other statistical information and forecasts used throughout this Quarterly Report on Form 10-Q are based on independent industry publications, government publications and reports by market research firms or other published independent sources. Some data also is based on our good faith estimates, which are derived from our review of internal surveys, as well as independent sources. Forecasts are particularly likely to be inaccurate, especially over long periods of time.

FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q and the materials incorporated by reference into this Quarterly Report on Form 10-Q include forward-looking statements intended to qualify for the safe harbor from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements generally can be identified as such because the context of the statement includes words such as may, estimate, intend, plan, believe, expect, anticipate, will, should or other similar expressions. Similarly, statements in this Quarterly Report on Form 10-Q that describe our objectives, plans or goals also are forward-looking statements. These statements include those made on matters such as our financial condition, litigation, accounting matters, our business, our efforts to grow our business and increase efficiencies, our efforts to use our resources judiciously, our efforts to implement new financial software, our liquidity and sources of funding and our capital expenditures. All forward-looking statements are subject to certain risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. The forward-looking statements included in this Quarterly Report on Form 10-Q are made only as of the date of this report. We assume no obligation to update any forward-looking statements. Certain factors that could cause actual results to differ include, among others:

- our inability to continue as a going concern;
- our history of losses, which may continue;
- our inability to utilize the funds received in a manner that is accretive;
- our inability to generate sufficient funds from operating activities to fund operations;
- difficulties in developing and marketing new products;
- inability to integrate our recently acquired Officeware business;
- inability to execute our growth and acquisition strategy;
- dependence on third-party contractors, platforms, software, websites, and technologies used in the creation and maintenance of the FilesAnywhere service; and
- general economic conditions, including among others, the pronounced recession, rising unemployment, major bank failures and unsettled capital markets.

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For a discussion of these and other risks and uncertainties that could cause actual results to differ materially from those contained in our forward-looking statements, please refer to **Risk Factors** in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which was filed with the Securities and Exchange Commission, or SEC, on March 31, 2011.

In addition, these forward-looking statements are necessarily dependent upon assumptions and estimates that may prove to be incorrect. Accordingly, while we believe that the plans, intentions and expectations reflected in these forward-looking statements are reasonable, we cannot assure you that these plans, intentions or expectations will be achieved. The forward-looking statements included in this report, and all subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf, are expressly qualified in their entirety by the risk factors and cautionary statements discussed in our filings under the Securities Act of 1933 and the Securities Exchange Act of 1934. We undertake no obligation to update any forward-looking statements to reflect future events or circumstances.

Table of Contents**PART I UNAUDITED FINANCIAL INFORMATION****Item 1. Unaudited Financial Statements.**

Immediatek, Inc.
Unaudited Condensed Consolidated Balance Sheets

	June 30, 2011	December 31, 2010
Assets		
Current assets:		
Cash	\$ 1,728,527	\$ 1,592,684
Accounts receivable, net of allowance for doubtful accounts of \$45,028 and \$56,385 at June 30, 2011 and December 31, 2010, respectively	51,296	112,896
Prepaid expenses and other current assets	71,859	114,525
Total current assets	1,851,682	1,820,105
Fixed assets, net	532,984	494,433
Intangible assets, net	1,385,652	1,510,006
Goodwill	766,532	766,532
Other assets	8,648	4,784
Total Assets	\$ 4,545,498	\$ 4,595,860
Liabilities, Preferred Stock and Stockholders Equity		
Current liabilities:		
Accounts payable	\$ 72,455	\$ 97,125
Accrued liabilities	90,226	39,346
Deferred revenue	827,149	671,952
Current portion of capital lease obligations	21,074	40,517
Total current liabilities	1,010,904	848,940
Capital lease obligations	9,580	19,821
Total liabilities	1,020,484	868,761
Series A convertible preferred stock (conditionally redeemable); \$0.001 par value 4,392,286 shares authorized, issued and outstanding; redemption/liquidation preference of \$3,000,000	3,000,000	3,000,000
Series B convertible preferred stock (conditionally redeemable); \$0.001 par value 69,726 shares authorized, issued and outstanding; redemption/liquidation preference of \$500,000	500,000	500,000
Stockholders equity:		

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Common stock, \$0.001 par value, 500,000,000 shares authorized, 15,865,641 shares issued and outstanding at June 30, 2011 and December 31, 2010	15,865	15,865
Additional paid in capital	5,210,772	5,189,772
Accumulated deficit	(5,201,623)	(4,978,538)
Total stockholders' equity	25,014	227,099
Total Liabilities, Preferred Stock and Stockholders' Equity	\$ 4,545,498	\$ 4,595,860

See accompanying notes to unaudited condensed consolidated financial statements.

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Immediatek, Inc.
Unaudited Condensed Consolidated Statements of Operations

	For the Quarter Ended June 30,		For the Six Months Ended June 30,	
	2011	2010	2011	2010
Revenues	\$ 773,354	\$ 682,874	\$ 1,503,971	\$ 682,897
Cost of revenues	(250,556)	(166,662)	(477,040)	(166,662)
Gross margin	522,798	516,212	1,026,931	516,235
Expenses:				
Research and development	246,211	275,049	444,306	373,568
Sales and marketing	94,193	74,430	174,135	74,430
General and administrative	229,941	309,016	444,759	460,463
Non-cash consulting expense-related party	10,500	10,500	21,000	21,000
Depreciation and amortization	84,279	78,276	164,251	78,868
Total expenses	665,124	747,271	1,248,451	1,008,329
Net operating loss	(142,326)	(231,059)	(221,520)	(492,094)
Other income (expense):				
Other income related party		6,950		15,738
Other income		58		58
Interest income	103	672	560	672
Interest expense	(968)	(2,035)	(2,125)	(2,035)
Interest expense related party		(5,778)		(11,402)
Total other income (expense)	(865)	(133)	(1,565)	3,031
Net loss	\$ (143,191)	\$ (231,192)	\$ (223,085)	\$ (489,063)
Weighted average number of common shares outstanding basic and fully diluted	15,865,641	15,865,641	15,865,641	8,242,830
Basic and diluted loss per common share attributable to common stockholders	\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.06)

See accompanying notes to unaudited condensed consolidated financial statements.

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Immediatek, Inc.
Unaudited Condensed Consolidated Statements of Cash Flow

	For the Six Months Ended June 30,	
	2011	2010
Cash flows from operating activities		
Net loss	\$ (223,085)	\$ (489,063)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	237,821	118,480
Non-cash consulting fees related party	21,000	21,000
Adjustments to reconcile net loss to net cash used in operating activities:		
Accounts receivable	61,600	90,728
Prepaid expenses and other assets	38,802	(31,791)
Accounts payable	(24,670)	4,811
Accrued liabilities	50,880	(1,934)
Deferred revenue	155,197	182,658
Net cash provided by (used in) operating activities	317,545	(105,111)
Cash flows from investing activities		
Cash acquired with merger		1,243,806
Purchase of fixed assets	(152,018)	(17,697)
Net cash provided by (used in) investing activities	(152,018)	1,226,109
Cash flows from financing activities		
Proceeds from the issuance of common stock		1,000,000
Payments on capital leases	(29,684)	(14,289)
Net cash provided by (used in) financing activities	(29,684)	985,711
Net increase in cash	135,843	2,106,709
Cash at the beginning of the period	1,592,684	278,795
Cash at the end of the period	\$ 1,728,527	\$ 2,385,504
Supplemental disclosures:		
Interest paid	\$ 2,125	\$ 2,035
Income taxes paid	\$	\$
Number of shares issued for merger		12,264,256
Value of shares issued for merger		\$ 4,000,000
See accompanying notes to unaudited condensed consolidated financial statements.		

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**IMMEDIATEK, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011**

NOTE 1 DESCRIPTION OF BUSINESS AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Business: Immediatek, Inc. (Immediatek) was originally organized as a corporation on August 6, 1998, under the laws of the State of Nevada. Prior to October 1, 2007, Immediatek, through its wholly-owned, operating subsidiary, DiscLive, Inc., recorded live content, such as concerts and conferences, for sale. On October 1, 2007, DiscLive, Inc. ceased retail sales of its products in conjunction with the decision not to further pursue that line of business. It was determined that Immediatek re-entered the development stage at that time. On August 29, 2007, Immediatek formed a wholly-owned subsidiary, IMKI Ventures, Inc. IMKI Ventures, Inc. acquired certain assets from a related party on August 31, 2007. Those acquired assets were developed into an e-commerce product called RadicalBuy, which was launched on October 23, 2007. As of September 30, 2010 we determined that it was in the best interest of Immediatek to cease operation of the RadicalBuy product.

On December 16, 2009, Immediatek, Officeware Corporation (Officeware), Timothy Rice, Chetan Jaitly, Radical Holdings LP and Radical Investments LP entered into a Stock Exchange Agreement, or the Agreement. On April 1, 2010, Immediatek, Officeware, Timothy Rice, Chetan Jaitly, Radical Holdings LP, Radical Investments LP, Darin Divinia, Dawn Divinia, Robert Hart, Kimberly Hart, Martin Woodall and Officeware Acquisition Corporation (Merger Sub), entered into an Amendment to that Agreement dated December 16, 2009 (as so amended, the Merger Agreement). Under the Merger Agreement, Merger Sub, a wholly-owned subsidiary of Immediatek, merged with and into Officeware on April 1, 2010. As a result of such merger, Immediatek became the sole shareholder of Officeware and Officeware shareholders received 12,264,256 shares of Immediatek common stock for all of the outstanding shares of stock of Officeware. Due to the merger, it was determined that Immediatek ceased to be in the development stage as of April 1, 2010.

Officeware provides online back-up, file storage and other web-based services for individuals, businesses and governmental organizations. Officeware offers three primary services. First, Officeware operates the website FilesAnywhere.com, primarily designed for individuals and small businesses to allow them to establish a self-service account, enabling them to, among other things, store files on Officeware servers, share and collaborate on documents with other people online, and backup their computers to FilesAnywhere cloud storage. Second, for larger business users, Officeware offers three customized products, called the FilesAnywhere Private Site, Dedicated Server, and Enterprise Server. These corporate offerings are designed to meet the specific requirements of each business customer or organization. The Private Site, Dedicated Server, and Enterprise Server products provide flexible cloud storage and unlimited scalability for users, groups and internet applications, along with client-specific branding and web interfaces, customer data interfaces, and tailored security for mixed corporate environments. Third, Officeware also provides specialized information technology services related to the development of web based databases and data storage on a contract basis for clients.

Officeware's operations are primarily based in Bedford, Texas and additionally, Officeware has one employee and several consultants performing research and development in India. The cost of the India operations was approximately \$86,611 and \$194,222 for the three and six months ended June 30, 2011 and was approximately \$102,500 for the three and six months ended June 30, 2010 is included in research and development expenses in Immediatek's consolidated financial statements.

Basis of Presentation: The accompanying unaudited condensed consolidated financial statements of the Company have been prepared pursuant to the rules and regulations of the Securities and Exchange Commission (SEC). Certain information and formatted disclosures normally included in financial statements prepared in accordance with Generally Accepted Accounting Principles (GAAP) have been omitted pursuant to SEC rules and regulations. These condensed consolidated financial statements include the accounts of Immediatek's wholly-owned subsidiaries, Officeware, DiscLive, Inc. and IMKI Ventures, Inc. (collectively, the Company). All significant intercompany accounts and transactions have been eliminated in these condensed consolidated financial statements. The Company follows the Financial Accounting Standard Board's Accounting Standards Codification (the Codification or ASC). The Codification is the single source of authoritative accounting principles applied by nongovernmental entities in the

preparation of financial statements in conformity with GAAP.

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**IMMEDIATEK, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011**

The Company's condensed consolidated balance sheet at June 30, 2011 and condensed consolidated statements of operations for the three and six months ended June 30, 2011 and 2010 and condensed consolidated statements of cash flows for the six months ended June 30, 2011 and 2010 are unaudited. Certain accounts have been reclassified to conform to the current period's presentation. In the opinion of management, these financial statements have been prepared on the same basis as the audited consolidated financial statements and include all adjustments necessary for the fair presentation of the Company's financial position, results of operations and cash flows. These adjustments were of a normal, recurring nature. The results of operations for the periods presented in this Quarterly Report on Form 10-Q are not necessarily indicative of the results that may be expected for the entire year. Additional information is contained in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which was filed with the SEC on March 31, 2011 and should be read in conjunction with this Quarterly Report on Form 10-Q.

Net Loss per Share: Net loss was used in the calculation of both basic and diluted loss per share. The weighted average number of shares of common stock outstanding was the same for calculating both basic and diluted loss per share. Series A and Series B Convertible Preferred Stock convertible into 14,794,999 shares of common stock outstanding at June 30, 2011 and June 30, 2010 were not included in the computation of diluted loss per share, as the effect of their inclusion would be anti-dilutive.

Comprehensive Loss: For all periods presented, comprehensive loss is equal to net loss.

Reclassifications: Certain prior year amounts have been reclassified to conform with current year presentation.

NOTE 2 MERGER WITH OFFICWARE CORPORATION

On April 1, 2010, a wholly-owned subsidiary of Immediatek merged with and into Officeware. Officeware provides online back-up, file storage and other web-based services for individuals, businesses and governmental organizations. The merger with Officeware provides the Company increased operations and a source of operating cash flow. As a result of such merger, Immediatek became the sole shareholder of Officeware and Officeware shareholders received 12,264,256 shares of Immediatek common stock in exchange for all of the outstanding shares of common stock of Officeware. Radical Investments LP, an affiliate of Radical Holdings LP, owned 24.6% of the Officeware common stock. Radical Holdings LP owns the Company's Series A and Series B preferred stock. The Immediatek common stock exchanged was valued at \$4,000,000, or approximately \$0.33 per share, as determined by negotiations among the parties and an independent third party valuation. Due to the closely held nature and extremely limited trading of the Company's stock, management does not believe the quoted value of its common stock was indicative of the value of the restricted common shares issued in conjunction with the merger.

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IMMEDIATEK, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011

The following table summarizes the fair values of the assets acquired and liabilities assumed as of the date of the merger:

Cash	\$ 1,243,806
Accounts receivable, net	406,120
Prepaid expenses and other current assets	47,374
Fixed assets	486,544
Intangible assets	1,701,622
Goodwill	766,532
Other assets	10,153
Accounts payable	(34,005)
Accrued liabilities	(92,636)
Deferred revenue	(432,304)
Capital lease obligations	(103,206)
Net assets acquired with merger	\$ 4,000,000

Intangible assets consist of the following, including the estimated useful lives:

Trade name	\$ 126,808	10 years
Developed technology	729,423	6 years
Customer relationships	842,413	8 years
Domain name	5,254	Indefinite

The excess of purchase price over tangible net assets and identified intangible assets acquired has been allocated to goodwill in the amount of \$766,532. The goodwill is the residual value after identified assets are separately valued and represents the result of the acquired workforce and expected future cash flows. Goodwill is not expected to be deductible for tax purposes.

The unaudited pro forma financial information for the six months ended June 30, 2010 combine the historical results of Immediatek and Officeware as if the acquisition of Officeware occurred on January 1, 2010 as follows:

	2010
Revenues	\$ 1,528,142
Net operating income	(478,352)
Net loss	(540,214)
Basic and diluted net loss per share	\$ (0.03)

NOTE 3 RELATED PARTY TRANSACTIONS

Management Services Agreement. On December 31, 2009, the Company entered into a Management Services Agreement with Radical Ventures L.L.C., an affiliate of Radical Holdings LP. Pursuant to this Management Services Agreement, personnel of Radical Ventures L.L.C. will provide certain management services to the Company, including, among others, legal, financial, marketing and technology. These services are provided to us at a cost of \$3,500 per month; however, the Company will not be required to pay these fees or reimburse expenses and, accordingly, will account for these costs of services and expenses as deemed contributions to the Company. This agreement was extended on March 17, 2011, to be effective as of December 31, 2010.

This agreement may be terminated upon 30 days written notice by Radical Ventures L.L.C. for any reason or by the Company for gross negligence. The Company also agreed to indemnify and hold harmless Radical Ventures L.L.C. for its performance of these services, except for gross negligence and willful misconduct. Further, the Company

limited Radical Ventures L.L.C. s maximum aggregate liability for damages under this agreement to the amounts deemed contributed to the Company by virtue of this agreement during twelve months prior to that cause of action.

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IMMEDIATEK, INC.
NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011

Demand Promissory Note. On March 25, 2009, the Company received \$750,000 from Radical Holdings LP, a related party, under an unsecured Demand Promissory Note bearing interest, calculated on the basis of a 365-day year, at a rate per annum equal to three percent (3%) due on March 24, 2010. On March 24, 2010, this note was refinanced through the issuance of a new Amended and Restated Demand Promissory Note due on March 23, 2012. The principal amount of this new Amended and Restated Demand Promissory Note was \$772,500 and included accrued interest through the date of the amendment. This Amended and Restated Demand Promissory Note was prepaid in whole on December 17, 2010. The early repayment was made without premium or penalty. Interest expense incurred was \$5,778 and \$11,402 for the three and six month period ended June 30, 2010, respectively.

Officeware Service. The Company provided services to Magnolia Pictures, LLC an entity affiliated with Radical Holdings LP and Radical Investments LP, in the amount of \$821 and \$1,642 during the three and six months ended June 30, 2011, respectively. There are no receivables related to this amount at June 30, 2011 as it was paid in full.

Consulting Agreements. On February 6, 2009, the Company entered into an Agreement for Project Staffing Services with Silver Cinemas Acquisition Co., an entity affiliated with Radical Holdings LP. Pursuant to this agreement the Company provided personnel, as independent contractors on an hourly-fee basis, to perform computer software programming, system analysis, design, project management, consulting, and education and training for Silver Cinemas Acquisition Co. As of October 31, 2010, we do not anticipate performing further services under this agreement.

On February 28, 2008, the Company entered into an Agreement for Project Staffing Services with HDNet Fights, Inc., an affiliate of Radical Holdings LP. Pursuant to this agreement the Company provided personnel, as independent contractors on an hourly-fee basis, to perform computer software programming, system analysis, design, project management, consulting, and education and training for HDNet Fights, Inc. As of October 31, 2010, we do not anticipate performing further services under this agreement.

For the three and six months ended June 30, 2010, we earned \$6,950 and \$15,738, respectively, under these agreements.

Office Space. On December 31, 2009, DiscLive, Inc., a wholly-owned subsidiary of the Company, entered into a letter agreement amending the sublease with HDNet LLC, an affiliate of Radical Holdings LP. Pursuant to the letter agreement, DiscLive, Inc. assigned the sublease to IMKI Ventures, Inc., another wholly-owned subsidiary of the Company and IMKI Ventures, Inc. subleased from HDNet LLC approximately 600 square feet of office space. The rent was \$900 per month, utilities included. During October 2010, the sublease was terminated.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations
Overview

The following Management's Discussion and Analysis, or MD&A, is intended to aid the reader in understanding us, our operations and our present business environment. MD&A is provided as a supplement to, and should be read in conjunction with, our consolidated financial statements and the notes accompanying those financial statements, which are included in this Quarterly Report on Form 10-Q. MD&A includes the following sections:

Recent Developments a description of important events that have recently occurred.

Our Business a general description of our business, our objectives, our areas of focus and the challenges and risks of our business.

Critical Accounting Policies and Estimates a discussion of accounting policies that require critical judgments and estimates.

Operations Review an analysis of our consolidated results of operations for the periods presented in this Quarterly Report on Form 10-Q.

Liquidity, Capital Resources and Financial Position an analysis of our cash flows and debt and contractual obligations; and an overview of our financial condition.

Recent Developments

On March 17, 2011, Officeware, our wholly-owned subsidiary, entered into a Commercial Lease, by and between Officeware Corporation and Chow Family LLC. Pursuant to the Commercial Lease, Officeware will lease from Chow Family LLC approximately 9,900 square feet of office space at 3301 Airport Freeway, Bedford, Texas. Initially, the rent is approximately \$7,400 per month plus Officeware's pro rata share of the projected monthly expenses for the property. After the first 24 months of the term of the Commercial Lease the base rent increases periodically in accordance with a set schedule contained in the Commercial Lease. The term of the Commercial Lease is from May 1, 2011 until October 31, 2016. Officeware took possession of the leased space on May 1, 2011.

Our Business

General

Immediatek is a Nevada corporation. Our principal executive offices are located at 3301 Airport Freeway, Suite 200, Bedford, Texas 76021, and our telephone number is (888) 661-6565. On December 16, 2009, Immediatek, Officeware, Tim Rice, Chetan Jaitly, Radical Holdings LP, and Radical Investments LP entered into a Stock Exchange Agreement. On April 1, 2010, Immediatek, Officeware, Timothy Rice, Chetan Jaitly, Radical Holdings LP, Radical Investments LP, Darin Divinia, Dawn Divinia, Robert Hart, Kimberly Hart, Martin Woodall and Officeware Acquisition Corporation, or the Merger Sub, entered into an Amendment to that Agreement dated December 16, 2009, or, the Merger Agreement. Under the Merger Agreement, Merger Sub, a wholly-owned subsidiary of Immediatek, merged with and into Officeware on April 1, 2010. As a result of such merger, Immediatek became the sole shareholder of Officeware and Officeware shareholders received 12,264,256 shares of Immediatek common stock for all of the outstanding shares of stock of Officeware. Radical Investments LP, an affiliate of Radical Holdings LP, owned 24.6% of the Officeware common stock. Radical Holdings LP owns the Company's Series A and Series B preferred stock. In addition, subject to the terms and conditions of the Merger Agreement, Immediatek issued and sold, and Radical Holdings LP, Darin Divinia, Dawn Divinia, Robert Hart, Kimberly Hart and Martin Woodall collectively purchased, 3,066,064 shares of Immediatek common stock for an aggregate purchase price of \$1.0 million, or approximately \$0.33 per share. Due to the merger, it was determined that the Company ceased to be in the development stage as of April 1, 2010.

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Currently, the Company primarily operates in one business segment: e-commerce. Our services and products are primarily offered through Officeware. Officeware provides online back-up, file storage and other web-based services for individuals, businesses and governmental organizations. Officeware offers three primary services. First, Officeware operates the website FilesAnywhere.com, primarily designed for individuals and small businesses to allow them to establish a self-service account, enabling them to, among other things, store files on Officeware servers, share and collaborate on documents with other people online, and backup their computers to FilesAnywhere cloud storage. Second, for larger business users, Officeware offers three customized products, called the FilesAnywhere Private Site, Dedicated Server, and Enterprise Server. These corporate offerings are designed to meet the specific requirements of each business customer or organization. The Private Site, Dedicated Server, and Enterprise Server products provide flexible cloud storage and unlimited scalability for users, groups and internet applications, along with client-specific branding and web interfaces, customer data interfaces, and tailored security for mixed corporate environments. Third, Officeware also provides specialized information technology services related to the development of web based databases and data storage on a contract basis for clients.

Officeware's operations are primarily based in Bedford, Texas and additionally, Officeware has one employee and several consultants performing research and development in India.

As a result of services provided to larger business users, our business can depend on one or a few major customers which could potentially expose the Company to concentration of credit risk. Our revenue and receivables are comprised principally of amounts due from customers throughout the United States.

Our subsidiary, IMKI Ventures, provided an e-commerce product called RadicalBuy. The Company determined that it would be in the best interest of Immediatek to cease operation of the RadicalBuy product.

History of Operating Losses

The following tables present our net loss and cash provided by or used in operating activities for the periods indicated.

	For the Three Months Ended June 30,	
	2011 (unaudited)	2010 (unaudited)
Net loss	\$ (143,191)	\$ (231,192)
Net cash provided by operating activities	\$ 187,097	\$ 120,560

	For the Six Months Ended June 30,	
	2011 (unaudited)	2010 (unaudited)
Net loss	\$ (223,085)	\$ (489,063)
Net cash provided by (used in) operating activities	\$ 317,545	\$ (105,111)

Our existence and operations are dependent upon our ability to generate sufficient funds from operations to fund operating activities.

We funded our operations during the three and six months ended June 30, 2011, primarily from the income generated by Officeware. With the Officeware merger on April 1, 2010, operating cash flows have turned positive for the Company. Management estimates that the Officeware merger will generate sufficient funds from operations to fund future operating activities.

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Our Objectives and Areas of Focus

Officeware Increase Users. We are focused on increasing the number of users of the various online back-up, file storage and other web-based services for individuals, businesses and governmental organizations offered through Officeware. We may pursue aggressive advertising campaigns or other promotions primarily aimed at new users. Additionally, we are focusing on efficiently integrating the Officeware business with our business.

Acquisitions. In addition to the Officeware acquisition which was consummated on April 1, 2010, we may identify and pursue additional potential acquisition candidates to support our strategy of growing and diversifying our business through selective acquisitions. No assurances can be given, however, that we will be successful in identifying any potential targets and, when identified, consummating their acquisition.

Challenges and Risks

Operating in this area provides unique opportunities; however, challenges and risks accompany those opportunities. Our management has identified the following material challenges and risks that will require substantive attention from our management (*see* Liquidity and Capital Resources and Financial Position Liquidity beginning on page 16).

Utilizing Funds on Hand in a Manner that is Accretive. If we do not manage our assets aggressively and apply available capital judiciously, we may not generate sufficient cash from our operating activities to fund our operations going forward, which would require us to seek additional funding in the future.

Growing Users. In order to be successful with the products and services offered through Officeware, we will be required to attract new customers and deepen the current customer relationships which we currently have. Our largest clients require customized solutions, which in turn requires us to anticipate their needs.

Competition. There are companies in this industry that have far more financial resources and a larger market share than us. In order to compete with these companies, we will be required to be innovative and create more attractive functions and features.

Additionally, see Risk Factors in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which was filed with the SEC on March 31, 2011.

Challenges and risks, including those described above, if not properly addressed or managed, may have a material adverse effect on our business. Our management, however, is endeavoring to properly manage and address these challenges and risks.

Table of Contents**Operations Review****The Three Months Ended June 30, 2011 Compared to
the Three Months Ended June 30, 2010**

	For the Three Months Ended June 30,		2011 vs. 2010 %	
	2011	2010	Change	Change
Revenues	\$ 773,354	\$ 682,874	\$ 90,480	13%
Cost of revenues	(250,556)	(166,662)	(83,894)	(50%)
Gross margin	522,798	516,212	6,586	1%
Expenses:				
Research and development	246,211	275,049	(28,838)	(10%)
Sales and marketing	94,193	74,430	19,763	27%
General and administrative	229,941	309,016	(79,075)	(26%)
Non-cash consulting expense-related party	10,500	10,500		%
Depreciation and amortization	84,279	78,276	6,003	8%
Total expenses	665,124	747,271	(82,147)	(11%)
Net operating loss	(142,326)	(231,059)	88,733	38%
Other income (expense):				
Other income related party		6,950	(6,950)	(100%)
Other income		58	(58)	(100%)
Interest income	103	672	(569)	(85%)
Interest expense	(968)	(2,035)	1,067	52%
Interest expense related party		(5,778)	5,778	100%
Net loss	\$ (143,191)	\$ (231,192)	\$ 88,001	38%
Weighted average number of common shares outstanding basic and fully diluted	15,865,641	15,865,641		%
Basic and diluted loss per common share attributable to common stockholders	\$ (0.01)	\$ (0.01)	\$	%

Revenues and Cost of Revenues. Revenues have increased for the three month period ended June 30, 2011 compared to the three month period ended June 30, 2010 as we continue to attract users and rollout enhancements to our product offering. We are actively working on additions and improvements to our FilesAnywhere product that should result in increased users and, consequently, increased sales. No assurances, however, can be given that we will be able to attract a significant number of additional users or sales. Cost of revenues also increased as we are still developing the base infrastructure and service support for our customers in order to efficiently scale our business. We are actively working to establish a business model which is able to more efficiently translate growth in revenues directly into growth in margins.

Research and Development. Research and development expenses decreased for the three month period ended June 30, 2011, as compared to the three month period ended June 30, 2010. The difference is primarily a result of differences in timing of various development projects in the two periods. We anticipate that we will continue to expend material

amounts on new products and enhancements to our existing products.

Sales and Marketing. Sales and Marketing expenses increased compared to the same period last year as we have added increased staffing to that function. While we anticipate that we will continue to grow our sales and marketing function, our challenge will be to ensure that such additions result in increases to our revenues. No assurances can be given that we will be successful in growing this function.

General and Administrative Expense. General and administrative expense decreased for the three month period ended June 30, 2011, as compared to the three month period ended June 30, 2010. The difference was a result of a change in the executive management staff of the company.

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Non-Cash Consulting Expense – Related Party. Many services are provided under the Management Services Agreement with Radical Ventures L.L.C., an affiliate of Radical Holdings LP. Pursuant to this Management Services Agreement, personnel of Radical Ventures L.L.C. will provide certain management services to the Company, including, among others, legal, financial, marketing and technology. These services are provided to us at a cost of \$3,500 per month; however, the Company will not be required to pay these fees or reimburse expenses and, accordingly, will account for these costs of services and expenses as deemed contributions to the Company. This agreement may be terminated upon 30 days' written notice by Radical Ventures L.L.C. for any reason or by the Company for gross negligence. The Company also agreed to indemnify and hold harmless Radical Ventures L.L.C. for its performance of these services, except for gross negligence and willful misconduct. Further, the Company limited Radical Ventures L.L.C.'s maximum aggregate liability for damages under this agreement to the amounts deemed contributed to the Company by virtue of this agreement during twelve months prior to that cause of action.

Other Income – Related Party. On February 28, 2008, we entered into an Agreement for Project Staffing Services with HDNet Fights, Inc., an affiliate of Radical Holdings LP. On February 6, 2009, we entered into an Agreement for Project Staffing Services with Silver Cinemas Acquisition Co., an affiliate of Radical Holdings LP. These agreements provided that we provide personnel, as independent contractors on an hourly-fee basis, to perform computer software programming, system analysis, design, project management, consulting, and education and training for HDNet Fights, Inc. and Silver Cinemas Acquisition Co. As of October 31, 2010, we do not anticipate performing further services under this agreement.

Interest Expense – Related Party. On March 25, 2009, the Company received \$750,000 from Radical Holdings LP, a related party, under an unsecured Demand Promissory Note bearing interest, calculated on the basis of a 365-day year, at a rate per annum equal to three percent (3%) due on March 24, 2010. On March 24, 2010, this note was refinanced through the issuance of a new Amended and Restated Demand Promissory Note due on March 23, 2012. The principal amount of this new Amended and Restated Demand Promissory Note was \$772,500 and included accrued interest through the date of the amendment. This Amended and Restated Demand Promissory Note was prepaid in whole on December 17, 2010. The early repayment was made without premium or penalty. This expense reflects the interest accruing on the Demand Promissory Note for the three month period ended June 30, 2010.

**The Six Months Ended June 30, 2011 Compared to
the Six Months Ended June 30, 2010**

	For the Six Months Ended June 30,		2011 vs. 2010 %	
	2011	2010	Change	Change
Revenues	\$ 1,503,971	\$ 682,897	\$ 821,074	120%
Cost of revenues	(477,040)	(166,662)	(310,378)	(186%)
Gross margin	1,026,931	516,235	510,696	99%
Expenses:				
Research and development	444,306	373,568	70,738	19%
Sales and marketing	174,135	74,430	99,705	134%
General and administrative	444,759	460,463	(15,704)	(3%)
Non-cash consulting expense-related party	21,000	21,000		%
Depreciation and amortization	164,251	78,868	85,383	108%
Total expenses	1,248,451	1,008,329	240,122	24%
Net operating loss	(221,520)	(492,094)	270,574	55%
Other income (expense):				

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Other income related party		15,738	(15,738)	(100%)
Other income		58	(58)	(100%)
Interest income	560	672	(112)	(17%)
Interest expense	(2,125)	(2,035)	(90)	(4%)
Interest expense related party		(11,402)	11,402	100%
Net loss	\$ (223,085)	\$ (489,063)	\$ 265,978	54%
Weighted average number of common shares outstanding basic and fully diluted	15,865,641	8,242,830	7,622,811	92%
Basic and diluted loss per common share attributable to common stockholders	\$ (0.01)	\$ (0.06)	\$ 0.05	76%

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The merger with Officeware was effective on April 1, 2010. Thus, operations of Officeware are included in the Company's results for the six months ended June 30, 2011. However, operations of Officeware are only included in the Company's results for the three months ended June 30, 2010. The increases from the six month period of 2010 are primarily related to Officeware's operations. Management expects future quarterly results to be comparable and Officeware's operations to generate positive cash flows. However, no assurances can be given that we will be able to maintain the accretive results of the Officeware merger.

Liquidity and Capital Resources and Financial Position

General

On March 25, 2009, the Company received \$750,000 from Radical Holdings LP under an unsecured Demand Promissory Note bearing interest, calculated on the basis of a 365-day year, at a rate per annum equal to three percent (3%) due on March 24, 2010. On March 24, 2010, Radical Holdings LP agreed to the Amended and Restated Demand Promissory Note in the principal amount of \$772,500, bearing interest, calculated on the basis of a 365-day year, at a rate per annum equal to three percent (3%) to evidence a loan from Radical Holdings LP of \$772,500 due March 23, 2012. This Amended and Restated Demand Promissory Note was prepaid in whole on December 17, 2010. The early repayment was made without premium or penalty.

On April 1, 2010, we closed the merger with Officeware and stock sale described above under "Our Business" General and in Note 2 "Merger with Officeware Corporation" and Note 3 "Issuance of Common Stock."

As of June 30, 2011, we had \$1,728,527 of cash, which management anticipates will sustain our operations.

Management anticipates that the operating cash flows of the Company will be positive for the fiscal year ending December 31, 2011. However, no assurances can be given that we will ever achieve profitability. If we need to seek additional funds, our ability to obtain financing will depend, among other things, on our development efforts, business plans, operating performance and condition of the capital markets at the time we seek financing. No assurances can be given that additional financing will be available to us on favorable terms when required, or at all. If we raise additional funds through the issuance of equity, equity-linked or debt securities, those securities may have rights, preferences or privileges senior to the rights of our common stock, and our stockholders may experience dilution. Our goal is to grow the products and services offered through Officeware, which we expect will generate revenue to support our operations. No assurances, however, can be given that these lines of business will generate sufficient operating funds to support our operating activities. In addition, we are exploring whether other companies may have interest in utilizing our technology to deliver their content and allow for interactivity with their customers or users across these various platforms.

We may also pursue various acquisition targets that could provide us with operating funds to support our activities. In the event that we acquire a target, depending on the nature of that target, we may require additional funds to consummate the acquisition or support our operations going forward. No assurances, however, can be given that we will be able to identify a potential target, consummate the acquisition of the target and, if consummated, integrate the target company and realize funds from operations.

Operating Activities. Cash provided by operations was \$317,545 in the six months ended June 30, 2011, as compared to cash used of \$105,111 for the six months ended June 30, 2010. The increase was primarily a result of the Officeware operations included for the six months ended June 30, 2011.

Investing Activities. Cash used for investing activities was \$152,018 for the six months ended June 30, 2011, as compared to cash provided by investing activities of \$1,226,109 for the six months ended June 30, 2010. The decrease was primarily a result of the Officeware cash acquired in the merger on April 1, 2010.

Financing Activities. Cash used for financing activities was \$29,684 for the six months ended June 30, 2011, as compared to cash provided by financing activities of \$985,711 for the six months ended June 30, 2010. The decrease was primarily the result of the stock proceeds issued to acquire Officeware.

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Liquidity

We believe that the funds received from the issuance of common stock, the cash received in the merger with Officeware, and funds generated by the operation of Officeware will provide us with the necessary funds to operate our business. While we are also undertaking various plans and measures that we believe will increase funds generated from operating activities, no assurances can be given that those plans and measures will be successful.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Not Applicable.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Our chief executive officer and president (our Principal Executive Officer) and our chief financial officer (our Principal Financial Officer) are responsible for establishing and maintaining disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, or the Exchange Act) for us. Based on the evaluation of our disclosure controls and procedures (as defined in the Rules 13a-15(e) and 15d-15(e) under the Exchange Act) required by Exchange Act Rules 13a-15(b) or 15d-15(b), our principal executive officer and our principal financial officer have concluded that as of the end of the period covered by this report, our disclosure controls and procedures were effective.

Changes in internal controls. There were no changes in our internal controls over financial reporting as defined in Exchange Act Rule 13a-15(f) that occurred during our most recently completed fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Table of Contents**PART II OTHER INFORMATION****Item 1. Legal Proceedings.**

The Company is involved from time to time in claims, proceedings and litigation. Please refer to Item 3. Legal Proceedings in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2010, which was filed with the Securities and Exchange Commission, or SEC, on March 31, 2011.

In addition, on June 30, 2011, the Company filed a complaint against Dropbox, Inc. for its unauthorized use of our trademarks in the United States District Court for the Northern District of Texas. The Company has used its marks DROPBOX, FILE DROPBOX and DROPBOX LINKS since early 2004. We allege in the complaint that Dropbox, Inc. has infringed upon these marks and we intend to vigorously pursue our available remedies.

From time to time we may become subject to additional proceedings, lawsuits and other claims in the ordinary course of business, including proceedings related to our services, applications and other matters. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance.

Item 6. Exhibits.

The following exhibits are filed in accordance with the provisions of Item 601 of Regulation S-K.

Exhibit Number	Description of Exhibit
3.1	Amended and Restated Articles of Incorporation of the Registrant, dated as of June 2, 2006 and filed with the Secretary of State of the State of Nevada on June 5, 2006 (filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-QSB for quarter ended March 31, 2006 (filed on June 26, 2006) and incorporated herein by reference).
3.2	Bylaws of the Registrant (filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-KSB for year ended December 31, 2005 (filed on May 11, 2006) and incorporated herein by reference).
4.1	Form of common stock certificate of the Registrant (filed as Exhibit 4.1 to the Registrant's Annual Report on Form 10-KSB for year ended December 31, 2005 (filed on May 11, 2006) and incorporated herein by reference).
4.2	Amended and Restated Certificate of Designation, Rights and Preferences of Series A Convertible Preferred Stock of the Registrant, dated as of October 13, 2009 and filed with the Secretary of State of the State of Nevada on October 15, 2009 (filed as Exhibit 4.1 to the Registrant's Form 8-K (filed on October 19, 2009) and incorporated herein by reference).
4.3	Form of stock certificate for Series A Convertible Preferred Stock (filed as Exhibit 4.8 to the Registrant's Quarterly Report on Form 10-QSB for quarter ended March 31, 2006 (filed on June 26, 2006) and incorporated herein by reference).
4.4	Amended and Restated Certificate of Designation, Rights and Preferences of Series B Convertible Preferred Stock of the Registrant, dated as of October 13, 2009 and filed with the Secretary of State of the State of Nevada on October 15, 2009 (filed as Exhibit 4.2 to the Registrant's Form 8-K (filed on October 19, 2009) and incorporated herein by reference).
4.5	Form of stock certificate for Series B Convertible Preferred Stock (filed as Exhibit 4.5 to the Registrant's Annual Report on Form 10-K for year ended December 31, 2008 (filed on March 31, 2009) and incorporated herein by reference).
31.1**	Certification of Principal Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.

- 31.2** Certification of Principal Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act.
- 32.1** Certification Required by 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002).
- 32.2** Certification Required by 18 U.S.C. Section 1350 (as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002).

** Indicates document filed herewith.

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 15, 2011

IMMEDIATEK, INC.,
a Nevada corporation

By: /s/ TIMOTHY RICE

Name: Timothy Rice

Title: Chief Executive Officer
(On behalf of the Registrant and
as Principal Executive Officer)

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INDEX TO EXHIBITS

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Exhibit Index

