

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

**Apextalk Holdings Inc**

CIK: **1429684** | IRS No.: **261402471** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
Type: **8-K** | Act: **34** | File No.: **333-153838** | Film No.: **10869392**  
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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 26, 2010

**APEXTALK HOLDINGS, INC.**  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)

**Delaware**  
(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)

**333-153838**  
(COMMISSION FILE NO.)

**26-1402471**  
(IRS EMPLOYEE IDENTIFICATION NO.)

**637 Howard Street**  
**San Francisco, CA 94105**  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

**(888) 228 2829**  
(ISSUER TELEPHONE NUMBER)

(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))

### **Item 1.01 Entry into a Material Definitive Agreement**

On May 26, 2010, Apextalk Holdings, Inc. (the “Company”) effectuated the third and final closing of the stock purchase agreement (the “Stock Purchase Agreement”) with Champion Investors (China) Ltd., a New York company (the “Purchaser”), previously disclosed in the Company’s current report on Form 8-K filed on February 4, 2010, and its amendment as disclosed in the Company’s current report on Form 8-K filed on March 31, 2010, upon receipt of an additional \$2,000,000 of the purchase price, in connection with which the Company issued to the Purchaser 833,334 shares of the Company’s common stock at \$2.40 per share.

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

On May 26, 2010, the Company issued a total of 833,334 shares of common stock to the Purchaser in exchange for \$2,000,000 of the purchase price pursuant to the Stock Purchase Agreement and its amendment in reliance upon the exemption provided by Section 4(2) of the Securities Act.

These securities qualified for exemption under Section 4(2) of the Securities Act of 1933 since the issuance of the securities by the Company did not involve a public offering. The offering was not a “public offering” as defined in Section 4(2) due to the insubstantial number of persons involved in the deal, size of the offering, manner of the offering and number of securities offered. The Company did not undertake an offering in which it sold a high number of securities to a high number of investors. In addition, the Purchaser had the necessary investment intent as required by Section 4(2) since they agreed to and received share certificates bearing a legend stating that such securities are restricted pursuant to Rule 144 of the 1933 Securities Act. This restriction ensures that these securities would not be immediately redistributed into the market and therefore not be part of a “public offering.”

### **Item 9.01 Financial Statement and Exhibits.**

(d) EXHIBITS

#### **EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description</b>
10.1	Stock Purchase Agreement by and between Apextalk Holding, Inc. and Champion Investors (China) Ltd. dated December 30, 2009. *
10.2	Amendment to the Stock Purchase Agreement by and between Apextalk Holding, Inc. and Champion Investors (China) Ltd. dated March 30, 2010.**

\*Filed as Exhibit to the Form 8-K filed on February 4, 2010 and incorporated herein by reference.

\*\*Filed as Exhibit to the Form 8-K filed on March 31, 2010 and incorporated herein by reference.

## 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: June 1, 2010

**APEXTALK HOLDINGS, INC.**

By: /s/ Hui Liu

Hui Liu

Chief Executive Officer