

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

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E STAMP CORP

CIK: **1092917** | IRS No.: **760518568** | State of Incorporation: **DE** | Fiscal Year End: **1231**
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SIC: **7389** Business services, nec

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-1004

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): AUGUST 2, 2001

E-STAMP CORPORATION
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

DELAWARE
(STATE OR OTHER JURISDICTION OF
INCORPORATION OR ORGANIZATION)

0-27417
(COMMISSION FILE NUMBER)

76-0518568
(I.R.S. EMPLOYER
IDENTIFICATION NUMBER)

2051 STIERLIN COURT
MOUNTAIN VIEW, CA 94043
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

(650) 919-7500
(REGISTRANT' S TELEPHONE NUMBER, INCLUDING AREA CODE)

(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT)

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ITEM 5. OTHER EVENTS

On August 1, 2001, E-Stamp Corporation (the "Company") received notification from the Nasdaq Listing Qualifications Panel that the panel had determined to delist the Company's common stock from quotation on The Nasdaq Stock Market effective with the opening of business on August 2, 2001, due to the Company's failure to meet the minimum per share bid price required for continued listing. Effective with the opening of business, August 2, 2001, the Company's common stock began trading on the OTC Bulletin Board. The Company issued a press release on August 2, 2001 announcing the delisting and the Company's second quarter 2001 results. A copy of the Company's press release is attached hereto as Exhibit 99.1.

The delisting may impact adversely the liquidity of the Company's securities, not only in the number of shares which can be bought or sold, but also through delays in the timing of transactions and reductions in potential security analysts and media coverage. This may reduce the demand for the Company's common stock and the trading price of the Company's securities. The delisting will greatly impair the Company's ability to raise additional working capital.

As a consequence of the delisting, the Company's common stock is subject to regulation as a "penny stock." The Securities and Exchange Commission has adopted regulations which generally define "penny stock" to be any equity security that has a market price or exercise price less than \$5.00 per share, subject to certain exceptions, including listing on the Nasdaq National Market or the Nasdaq SmallCap Market. For transactions covered by these rules, broker-dealers must make a special suitability determination for the purchase of such securities and must have received the purchaser's written consent to the transaction prior to the purchase. Additionally, for any transaction involving a penny stock, unless exempt, the rules require the delivery, prior to the transaction, of a risk disclosure document mandated by the SEC relating to the penny stock market. The broker-dealer is also subject to additional sales practice requirements. Consequently, the penny stock rules may restrict the ability of broker-dealers to sell the Company's securities and may affect the ability of holders to sell these securities in the secondary market and the price at which such holders can sell such securities.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(C) Exhibits

99.1 Press release of the Company dated August 2, 2001.

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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: August 3, 2001

E-STAMP CORPORATION

By: /s/ Edward Malysz

Edward Malysz
Vice President and General Counsel

INDEX TO EXHIBITS

EXHIBIT NO.	DESCRIPTION
99.1	Press release of the Company dated August 2, 2001

FOR IMMEDIATE RELEASE

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E-STAMP CORPORATION ANNOUNCES SECOND QUARTER 2001 RESULTS

MOUNTAIN VIEW, CALIF., -- AUGUST 2, 2001 -- E-Stamp Corporation (Nasdaq: ESTM) today announced its results for the second quarter ended June 30, 2001.

SECOND QUARTER 2001 RESULTS

For the second quarter ended June 30, 2001, E-Stamp reported net income of \$0.6 million, or \$.02 per share, derived primarily from a gain on disposal of discontinued operations of \$2.1 million, income from discontinued operations of \$0.9 million, and a loss from continuing operations of \$2.4 million. The gain on disposal of discontinued operations was attributable to the sale of E-Stamp's Internet postage intellectual property to Stamps.com and the sale of its Digital Shipper business to DataTrak Technologies of California. As of June 30, 2001, E-Stamp's cash and cash equivalents were approximately \$17 million.

"During the second quarter, we were able to efficiently wrap-up our existing business operations in the e-logistics and Internet postage fields," said Robert (Bo) Ewald, President and CEO of E-Stamp Corporation. "We are well positioned to move forward with our pending merger with Learn2.com in the coming months and proceed with the next chapter of our business."

E-STAMP MOVES TO OTC BULLETIN BOARD

E-Stamp also announced that its securities will be eligible to trade on the Over-the-Counter (OTC) Bulletin Board effective with the open of business on August 2, 2001. The Nasdaq Listing Qualifications Panel determined to delist E-Stamp's securities based on E-Stamp's failure to maintain a minimum bid price of \$1.00 per share. The Panel previously granted E-Stamp an exception to continue trading on The Nasdaq National Market while the company implemented its compliance plan. On August 1, 2001, the Panel denied E-Stamp's request for an extension of the exception. E-Stamp intends to appeal the Panel's decision.

E-Stamp and Learn2.com intend to move forward with their pending merger. Nasdaq also notified Learn2.com that its securities would be delisted from The Nasdaq

National Market.

MERGER WITH LEARN2.COM

On April 20, 2001, E-Stamp announced that it had entered into a merger agreement to acquire online learning provider, Learn2.com. Under the terms of the merger agreement, E-Stamp expects to issue between 0.457 and 0.485 of a share of E-Stamp common stock for every share of Learn2.com common stock held by Learn2.com shareholders. Upon consummation of the merger, current E-Stamp shareholders will hold approximately 50.1% of E-Stamp, current Learn2.com shareholders will hold approximately 33.23% of E-Stamp, and the holder of Learn2.com's \$10 million convertible debenture will hold approximately 16.67% of E-Stamp.

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Following the merger, E-Stamp intends to focus on the growing online learning market. E-Stamp expects that the merger will close by the end of September 2001.

ADDITIONAL INFORMATION

Additional information regarding the proposed merger is set forth in E-Stamp's Form S-4 Registration Statement (Amendment No. 2) filed with the Securities and Exchange Commission on July 27, 2001. E-Stamp's Form S-4 Registration Statement can be viewed at E-Stamp's Investor Relations website at www.estmcorp.com. The Form S-4 Registration Statement has not been declared effective by the Securities and Exchange Commission.

E-Stamp and Learn2 expect to mail a Joint Proxy Statement/ Prospectus to their stockholders containing information about the merger after the Registration Statement is declared effective by the Securities and Exchange Commission. Investors and security holders are urged to read the Registration Statement and the Joint Proxy Statement/ Prospectus carefully.

"Safe Harbor" Statement under the U.S. Private Securities Litigation Reform Act of 1995: This press release contains forward-looking statements under the federal securities laws about the appeal of NASDAQ's decision to delist E-Stamp's securities and the pending merger between E-Stamp and Learn2.com, including statements concerning the completion of the merger, the expected exchange ratio in the merger and growth of the online learning market. These forward looking statements are subject to significant risks and uncertainties, and actual results may differ materially from those described in such statements as a result of a number of factors. Investors are also encouraged to read the "Risk Factors" Section in E-Stamp's Form S-4 Registration Statement and in the Form 10-Q/A for E-Stamp and the Form 10-Q for Learn2, each for the quarter ended March 31, 2001, which are on file with the Securities and Exchange Commission.

