

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

Filing Date: 2009-01-26 | Period of Report: 2009-01-21  
SEC Accession No. 0001193125-09-010874

(HTML Version on [secdatabase.com](http://secdatabase.com))

FILER

**AUTHENTIDATE HOLDING CORP**

CIK: **885074** | IRS No.: **141673067** | State of Incorporation: **DE** | Fiscal Year End: **0630**  
Type: **8-K** | Act: **34** | File No.: **000-20190** | Film No.: **09544346**  
SIC: **7373** Computer integrated systems design

Mailing Address  
CONNELL CORPORATE  
CENTER  
300 CONNELL DRIVE, 5TH  
FLOOR  
BERKELEY HEIGHTS NJ  
07922

Business Address  
CONNELL CORPORATE  
CENTER  
300 CONNELL DRIVE, 5TH  
FLOOR  
BERKELEY HEIGHTS NJ  
07922  
9087871700

---

---

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

---

**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): January 21, 2009**

---

**AUTHENTIDATE HOLDING CORP.**

(Exact name of registrant as specified in its charter)

---

**COMMISSION FILE NUMBER: 0-20190**

**DELAWARE**

(State or other jurisdiction of  
incorporation or organization)

**14-1673067**

(I.R.S. Employer  
Identification No.)

**Connell Corporate Center**

**300 Connell Drive, 5<sup>th</sup> Floor**

**Berkeley Heights, New Jersey 07922**

(Address and zip code of principal executive offices)

**(908) 787-1700**

(Registrant's telephone number, including area code)

---

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:

- 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 1.02 Termination of a Material Definitive Agreement**

On January 26, 2009, Authentidate Holding Corp. (the “Registrant”) announced by press release that the Registrant received notification from Parascript, LLC and Parascript Management, Inc. regarding termination of the Agreement and Plan of Merger, dated as of August 6, 2008, among the Registrant, Parascript, LLC (“Parascript LLC”), Parascript Management, Inc. (“PMI and collectively with Parascript LLC, “Parascript”) and three newly formed merger subsidiaries (the “Merger Agreement”). The Merger Agreement provided for its termination by either the Registrant or Parascript if the transaction is not completed by December 31, 2008. As previously reported, the Registrant had held discussions with Parascript concerning a proposal to change the structure of the proposed merger in light of the uncertainties in the credit markets and changes in Parascript’s business. However, the parties did not agree on any modifications to the transaction and did not execute an amendment to the Merger Agreement. The Registrant received notice of termination from Parascript on January 21, 2009. As part of the execution of the Merger Agreement, Authentidate’s directors and executive officers had entered into voting agreements with the Registrant and Parascript (the “Voting Agreements”). In accordance with their terms, the Voting Agreements expired contemporaneously with the termination of the Merger Agreement.

A description of the terms of the Merger Agreement was included in Item 1.01 of the Current Report on Form 8-K filed by the Registrant on August 12, 2008 and to the extent required by Item 1.02 of Form 8-K, the description of the Merger Agreement is incorporated by reference in this Item 1.02 pursuant to General Instruction B.3 of Form 8-K.

**Item 8.01 Other Events**

A copy of the press release issued by the Registrant on January 26, 2009 with respect to the termination of the Merger Agreement is filed herewith as Exhibit 99.1, and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

Press Release dated January 26, 2009  
Exhibit 99.1

---

**SIGNATURE**

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.

AUTHENTIDATE HOLDING CORP.

By: /s/ O' Connell Benjamin

Name: O' Connell Benjamin

Title: President

Date: January 26, 2009

---

**EXHIBIT INDEX**

**Exhibit  
Number**

**Description**

---

99.1

Press Release dated January 26, 2009

**For: Authentidate Holding Corp.**

## Investor Contacts:

Todd Fromer / Garth Russell

KCSA Worldwide

212-896-1215 / 212-896-1250

[tfromer@kcsa.com](mailto:tfromer@kcsa.com) / [grussell@kcsa.com](mailto:grussell@kcsa.com)

## Media Contacts:

Erika Kay

KCSA Worldwide

212-896-1208

[ekay@kcsa.com](mailto:ekay@kcsa.com)**AUTHENTIDATE ANNOUNCES TERMINATION OF MERGER AGREEMENT WITH PARASCRIPT, LLC**

**Berkeley Heights, NJ, January 26, 2009** – Authentidate Holding Corp. (Nasdaq: ADAT), a worldwide provider of secure Health Information Exchange and workflow management services, announced today that it has received notification from representatives of Parascript, LLC and Parascript Management, Inc. (collectively “Parascript”) that Parascript is terminating the Agreement and Plan of Merger it entered into with Authentidate. The merger agreement, dated as of August 6, 2008, provided for its termination by either Authentidate or Parascript if the transaction was not completed by December 31, 2008. The Company previously announced that it was conducting discussions with Parascript to restructure the terms of the merger in light of the uncertainties in the credit markets and changes in Parascript’s business. The parties did not agree to any revised proposal.

The Board of Directors of Authentidate is reviewing its rights under the merger agreement. The Company remains committed to implementing its business strategy although alternatives that may be in the best interests of the shareholders of Authentidate may be considered.

**About Authentidate Holding Corp.**

Authentidate Holding Corp. is a worldwide provider of secure Health Information Exchange and workflow management services. The company’s software and web-based services enable healthcare organizations and other enterprises to increase revenues, improve productivity and reduce costs by eliminating paper and manual work steps from clinical, administrative and other processes and enhancing compliance with regulatory requirements. The web-based services are delivered as Software as a Service (SaaS) to customers. These solutions incorporate rules-based electronic forms, intelligent routing, transaction management, electronic signatures, identity credentialing, content authentication and automated audit trails. Both web and fax based communications are integrated into automated and trusted workflow solutions. The company has offices in the United States and Germany. In the United States, Authentidate offers its patent pending content authentication technology in the form of the United States Postal Service® Electronic Postmark® (EPM).

For more information, visit the company’s website at <http://www.authentidate.com>.

---

*This press release contains forward-looking statements within the meaning of section 27A of the Securities Act of 1933 and section 21E of the Securities Act of 1934. When used in this release, the words “believe,” “anticipate,” “think,” “intend,” “plan,” “will be,” “expect,” and similar expressions identify such forward-looking statements. Such statements regarding future events and/or the future financial performance of the Company are subject to certain risks and uncertainties, which could cause actual events or the actual future results of the Company to differ materially from any forward-looking statement. Such risks and uncertainties include, among other things, the availability of any needed financing, the Company’s ability to implement its business plan for various applications of its technologies, related decisions by the USPS, the impact of competition, the management of growth, and the other risks and uncertainties that may be detailed from time to time in the Company’s reports filed with the Securities and Exchange Commission. In light of the significant risks and uncertainties inherent in the forward-looking statements included herein, the inclusion of such statements should not be regarded as a representation by the Company or any other person that the objectives and plans of the Company will be achieved.*

This press release is available on the KCSA Strategic Communications Web site at [www.kcsa.com](http://www.kcsa.com).