

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

INSCI CORP

CIK: **878612** | IRS No.: **061302773** | State of Incorporation: **DE** | Fiscal Year End: **0331**
Type: **8-K** | Act: **34** | File No.: **001-12966** | Film No.: **99671103**
SIC: **7373** Computer integrated systems design

Mailing Address
*TWO WESTBOROUGH
BUSINESS PARK
TWO WESTBOROUGH
BUSINESS PARK
WESTBOROUGH MA 01581*

Business Address
*TWO WESTBOROUGH
BUSINESS PARK
WESTBOROUGH MA 01581
5088704000*

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported)

JULY 27, 1999

INSCI CORP.

(Exact name of Registrant as specified in its Charter)

DELAWARE

(State of other jurisdiction of incorporation)

1-12966

Commission File No.

06-1302773

I.R.S. Employer Identification

TWO WESTBOROUGH BUSINESS PARK,
WESTBOROUGH, MA
Address of principal
executive offices

01581

Zip Code

(508) 870-4000

Registrant's telephone number,
including area code

ITEM 5. Other Events

On July 27, 1999, the Registrant (the "Company") filed Post Effective Amendment No. 1 to the Form S-1 Registration Statement, registration number 333-22187. The Company incorporates by reference the Post Effective Amendment No.1. The Company included in the Post Effective Amendment 9,458,835 shares of Common Stock (the "shares") comprised of 2,279,166 shares underlying outstanding warrants; 2,950,336 shares underlying previously granted stock options; up to 229,333 shares issuable upon conversion of outstanding 8% Convertible Redeemable Preferred Stock (the "Preferred Shares") and 4,000,000 shares reserved by the Company for acquisitions. All shares included in the Post Effective Amendment were previously included in the Form S-1 Registration Statement. Upon exercise of any of the warrants or stock options, the Company will receive the exercise/conversion price, and intends to use proceeds received for working capital and general corporate purposes.

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: Westborough, MA
July 27, 1999

INSCI CORP.
(Registrant)

/s/ Roger Kuhn

Roger Kuhn
Chief Financial Officer