

SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

Vivid Learning Systems, Inc.

CIK: **1290689** | IRS No.: **421623500** | State of Incorporation: **DE** | Fiscal Year End: **0930**
Type: **8-K** | Act: **34** | File No.: **333-116255** | Film No.: **06510206**
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**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 3, 2006**

VIVID LEARNING SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-116255
(Commission
File Number)

42-1623500
(I.R.S. Employer
Identification No.)

723 The Parkway
Richland, Washington 99352
(Address of principal executive offices) (Zip code)

(509) 943-5319
(Registrant's telephone number, including area code)

N/A
(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))
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Item 1.02 Termination of a Material Definitive Contract.

The contract for online compliance training between Vivid Learning Systems, Inc. ["Vivid"] and Pennsylvania State System of Higher Education Foundation, Inc. ["Foundation"], [previously filed as Exhibit 10.08 in the SB-2 filed February 2, 2005 and further noted in a November 30, 2005 8-K], is now considered formally terminated as part of a settlement regarding the open accounts receivable in the amount of \$297,100. Vivid received \$125,000 as part of the settlement.

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.

VIVID LEARNING SYSTEMS, INC.

Date: January 3, 2006

By: /s/ Christopher L. Britton

Name: Christopher L. Britton

Title: Chief Executive Officer