SECURITIES AND EXCHANGE COMMISSION

FORM 8-K

Current report filing

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FILER

GRAPHON CORP/DE

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Mailing Address	Business Address
245 FIFTH AVENUE *NEW YORK NY 10016*	*150 HARRISON AVENUE* *CAMPBELL CA 94103-* *(408)-370-4080*

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)   JULY 12, 1999

GRAPHON CORPORATION

(Exact name of registrant as specified in charter)

   DELAWARE   0-21683   13-3899021

(State or other jurisdiction   (Commission   (IRS Employer
of incorporation)   File Number)   Identification No.)

   150 HARRISON AVENUE, CAMPBELL, CA   94103

   (Address of principal executive offices)   (Zip Code)

   Registrant's telephone number, including area code   (408) 370-4080

UNITY FIRST ACQUISITION CORP.
245 FIFTH AVENUE, SUITE 1500
NEW YORK, NEW YORK 10016

(Former name or former address, if changed since last report.)

ITEM 1.   CHANGES IN CONTROL OF REGISTRANT

     (a)   On July 12, 1999, Registrant acquired GraphOn Corporation, a
California corporation ("GraphOn-CA") (the "Merger") pursuant to an Agreement
and Plan of Merger and Reorganization between Registrant and GraphOn-CA,
dated as of February 1, 1999, as amended as of June 1, 1999 (as amended, the
"Merger Agreement"), filed as Exhibit B to the Registration Statement on Form
S-4 originally filed on April 15, 1999. Immediately after the Merger, the
holders of GraphOn-CA common stock owned approximately 82.9% of the
outstanding shares of common stock of Registrant, issued to them in exchange
for all of the outstanding shares of GraphOn-CA common stock. The shares of
Registrant common stock issued to the former GraphOn-CA shareholders were new
shares issued by Registrant in connection with the Merger. Pursuant to the
Merger Agreement, the officers, directors and holders of at least 5% of the
shares of GraphOn-CA and Registrant (prior to consummation of the Merger)
(the "GraphOn-CA Affiliates" or "Registrant Affiliates", respectively)
entered into a voting agreement pursuant to which they have agreed to vote
all shares of Registrant common stock held by them for a slate of directors
comprised of not less than five designees of the GraphOn-CA Affiliates and
one designee of the Registrant Affiliates for a period of one year following
the date of the Merger.

ITEM 2.   ACQUISITION OR DISPOSITION OF ASSETS

     (a)   On July 12, 1999, Registrant acquired GraphOn-CA pursuant to the
Merger Agreement.

        Registrant acquired all of the issued and outstanding capital
stock, options and warrants of GraphOn-CA in the Merger. GraphOn-CA,
including all of its assets, liabilities, rights, obligations and business,
was merged with and into Registrant with Registrant (formerly Unity First
Acquisition Corp., renamed GraphOn Corporation, a Delaware corporation) as
the surviving entity. GraphOn-CA's principal executive offices were located
in Campbell, California and its tangible assets were primarily located in
Campbell, California, Bellevue, Washington and Concord, New Hampshire.

        Pursuant to the Merger Agreement, Registrant issued an aggregate
of 9,086,961 shares of Registrant Common Stock to the GraphOn-CA
shareholders. Each share of GraphOn-CA Common Stock outstanding immediately
prior to the Merger (other than dissenting shares or fractional shares) was
converted into the right to receive 0.5576 shares of Registrant Common Stock,
and payment of cash in lieu of fractional shares.

        The description of the agreement set forth herein does not
purport to be complete and is qualified in its entirety by reference to the
provisions of the Merger Agreement, filed as Exhibit B of the Registration
Statement on Form S-4 originally filed April 15, 1999 and incorporated herein

by reference.

        (b)   Prior to the Merger, GraphOn-CA developed, marketed, sold and
supported server-based software for the enterprise computing environment.
Server-based computing, sometimes referred to as thin-client computing, is a
computing model where traditional desktop software applications are relocated
to run entirely on a server or host computer. GraphOn-CA's technology uses a
small software program at each desktop, where allows the user to interface
with an application as if it were running on the user's desktop computer,
reducing the complexity

and total costs associated with enterprise computing. GraphOn-CA provided
the technology to access applications over the Internet. Registrant intends
to continue these operations.

ITEM 5   OTHER EVENTS

        (a)   On July 22, 1999, Registrant changed the symbols under which its
securities are traded on the OTC Bulletin Board as follows:

<TABLE>
<CAPTION>

Type of Security	Previous Symbol	Current Symbol
<S>	<C>	<C>
Common Stock	UFAC	GOJO
Class A Warrants	UFACW	GOJOW
Class B Warrants	UFACZ	GOJOZ
Units	UFACU	GOJOU

</TABLE>

ITEM 7.   FINANCIAL STATEMENTS OF BUSINESS ACQUIRED, PRO FORMA FINANCIAL
           INFORMATION AND EXHIBITS

        (a)   The following financial statements were filed as part of the
Registration Statement on Form S-4/A, filed June 15, 1999, and are
incorporated herein by reference:

        (1) Report of Independent Accountants

        (2) GraphOn-CA audited Balance Sheets as of December 31, 1998 and 1997
and unaudited balance sheet as of March 31, 1999

        (4) GraphOn-CA Statements of Income for each of the three years ended
December 31, 1998, 1997 and 1996 and unaudited Statements of Income for the
three months ended March 31, 1999 and 1998

(5) GraphOn-CA Statements of Changes in Stockholders' Equity for the three years ended December 31, 1998, 1997 and 1996 and unaudited Statements of Changes in Stockholders' Equity for the three months ended March 31, 1999 and 1998

(6) GraphOn-CA Statements of Cash Flows for the three years ended December 31, 1998, 1997 and 1996 and unaudited Statements of Cash Flows for the three months ended March 31, 1999 and 1998

(b)   PRO FORMA Financial Information. The following PRO FORMA financial information for Registrant was filed as part of the Registration Statement on Form S-4/A, filed June 15, 1999, and is incorporated herein by reference:

(1)   GraphOn-CA and Registrant unaudited Pro Forma Balance Sheet as of March 31, 1999 (GraphOn-CA) and April 30, 1999 (Registrant)

(2)   GraphOn-CA and Registrant unaudited Pro Forma Statement of Operations for the years ended December 31, 1998 (GraphOn-CA) and January 31, 1999 (Registrant)

(3)   GraphOn-CA and Registrant unaudited Pro Forma Statement of Operations for the three months ended March 31, 1999 (GraphOn-CA) and April 30, 1999 (Registrant)

(c)   Exhibits. The following documents are filed as exhibits to this report:

1.   Exhibit 4.1 - Voting Agreement, dated July 12, 1999, among certain affiliates of Registrant and of GraphOn-CA.

2.   Exhibit 99.1 - Press Release, dated July 12, 1999, issued by Registrant, announcing the completion of the Merger.

ITEM 8.   CHANGE IN FISCAL YEAR

At the Effective Time, the Registrant determined to change its fiscal year from the year ending July 31 to the year ending December 31. The report covering the transition period will be filed using Form 10-Q.

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.

GraphOn Corporation

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                                      (Registrant)

Date:  July 27, 1999          By: /s/ Edmund Becmer
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                                      EDMUND BECMER
                                      Chief Financial Officer
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                    GraphOn Corporation
                      Exhibit Index
                       to Form 8-K

<TABLE>
<CAPTION>

Exhibit No.   Description
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<S>   <C>
4.1   Voting Agreement, dated July 12, 1999, among certain affiliates
                of Registrant and of GraphOn-CA.

99.2   Press Release, dated July 12, 1999, issued by Registrant,
                announcing the completion of the Merger.
</TABLE>

EXHIBIT 4.1

VOTING AGREEMENT dated July 12, 1999
among the persons listed on the
signature pages hereof.

Certain of the parties hereto presently serve as directors of Unity First Acquisition Corp., a Delaware corporation ("Unity"), and such parties, as well as certain of their Affiliates (as such term is defined in the Merger Agreement) are also stockholders of Unity ("Current Stockholders"). The other parties hereto are directors, and are also stockholders ("New Stockholders") of GraphOn Corporation, a California corporation (the "Company").

Unity and the Company have entered into an Agreement and Plan of Merger and Reorganization (the "Merger Agreement") pursuant to the terms of which the Company will merge with and into Unity, with Unity being the corporation surviving the merger (the "Merger"). Upon consummation of the Merger, shares of common stock of the Company will be converted into shares of common stock, $.0001 par value, of Unity ("Unity Shares").

The Current Stockholders and the New Stockholders (collectively the "Stockholders") are entering into this instrument to evidence their agreement with respect to the voting of Unity Shares owned by each as to the election of directors, and certain related matters.

NOW, THEREFORE, the parties agree as follows:

1.   VOTING

Each Stockholder agrees to vote all Unity Shares over which he possesses voting power in favor of the election of a slate of directors of Unity comprised of (i) one designee of the Current Stockholders and (ii) not less than six designees of the New Stockholders.

2.   NOMINATION OF SLATE

Each Stockholder agrees to use all reasonable efforts to cause the management of Unity to propose as candidates for the management slate of directors nominees comprised of (i) one designee of the Current Stockholders and (ii) not less than six designees of the New Stockholders.

3.   PRESENCE FOR QUORUM PURPOSES

Each Stockholder agrees that at any duly called meeting of Stockholders of Unity called for the purpose, among others, of electing directors, he shall be present in person or by proxy for purposes of establishing a quorum.

4.   ELECTION OF NEW DIRECTORS

Immediately prior to the Effective Time (as defined in the Merger Agreement), the Current Stockholders as directors of Unity will (A) pursuant to the provisions of Unity's By-Laws, increase the number of Unity's directors to at least seven (7), (B) elect not less than seven (7) persons designated by the Current Stockholders as the new directors of Unity, and such Current Stockholders will resign as officers of Unity and (other than Lawrence Burstein) resign as directors of Unity, effective upon consummation of the Merger so that Unity's board of directors shall, immediately after the Merger, be composed of the persons contemplated by Section 1 above.

5.   NO RESTRAINT ON ALIENATION

The above provisions as to the voting of Unity Shares apply to all Unity Shares owned by each Stockholder at the time of voting or other taking of action but are not intended to, and shall not, limit the freedom of each Stockholder to sell, transfer or otherwise dispose of any Unity Shares owned by him in accordance with applicable law, but subject to any other contractual limitation agreed to by such Stockholder.

6.   COOPERATION

The parties will cooperate in good faith with each other in carrying out the provisions of this Agreement.

7.   TERM

This Agreement shall remain in full force and effect for a period of one (1) year following the date hereof.

8.   COUNTERPARTS

This Voting Agreement may be executed in counterparts, each of which shall constitute an original, and all of which originals, when taken together, shall constitute one and the same Agreement.

9.   GOVERNING LAW

This Agreement shall be governed by, and construed and enforced in accordance with, the laws of the State of Delaware.

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the day and year first above written.

/s/ Walter Keller

Walter Keller

/s/ Thomas A. Bevilacqua

Thomas A. Bevilacqua

/s/ Eric Kim

Eric Kim

/s/ Robert Dilworth

Robert Dilworth

/s/ August P. Klein

August P. Klein

/s/ Michael O'Reilly

Michael O'Reilly

/s/ Robin Ford

Robin Ford

/s/ Edmund Becmer

Edmund Becmer

/s/ Vince Pfeifer

Vince Pfeifer

COREL CORPORATION

/s/ Mitch Desrochers

By: Mitch Desrochers
Title: Vice President Finance and Controller

3

KEVIN KIMBERLIN PARTNERS

/s/ Kevin Kimberlin

By: Kevin Kimberlin
Title: General Partner

4

EXHIBIT 99.1

GRAPHON CORPORATION, UNITY FIRST ACQUISITION CORP. COMPLETE MERGER

CAMPBELL, CA - JULY 12, 1999 -GraphOn Corporation (www.graphon.com) today announced the consummation of a merger with Unity First Acquisition Corp. (OTC BB: UFAC). In the agreement, Unity First, a publicly traded acquisition corporation, acquired GraphOn and changed its name to GraphOn Corporation. GraphOn's operations and management team will continue in their existing roles with the newly public company in GraphOn's business as a leading provider of thin, connectivity software. GraphOn software enables enterprises to extend their applications to a wide variety of PCs and desktop devices over dial-up, WAN and Internet connections. This technology provides efficient, cost-effective access to applications by new and existing markets by web-enabling applications for the enterprise and the emerging Application Service Provider (ASP) industry.

Unity First announced its intent to consummate a merger and acquisition of GraphOn earlier this year. GraphOn completed a $5.175 million private placement of common stock in late January. "The Unity First merger provides GraphOn with significant capital for expansion," said Walt Keller, president of GraphOn. "With this capital, GraphOn intends to increase its sales and marketing efforts in the U.S. and international markets, attract and retain key management and other personnel, acquire technologies and companies and further develop existing and new software." Keller continued, "GraphOn has established strategic alliances with major technology leaders and brings today's most powerful applications to the desktop without rewrites to the software or changes to the corporate computing infrastructure, lowering total cost of ownership."

The merger was approved by the shareholders of both companies and is expected to provide GraphOn with additional operating capital of $5.4 million. As previously announced, GraphOn shareholders will receive a fixed exchange ratio of 0.5576 share of Unity common stock for each share of GraphOn common stock. In addition, Unity First has filed an application with the Nasdaq for inclusion in the SmallCap Market and to change its ticker symbol from UFAC to GOJO.

ABOUT GRAPHON

GraphOn Corporation develops and markets thin, server-based software to speed, centralize and simplify enterprise computing and enable efficient network deployment of applications to a wide variety of devices. In addition to jBridge which GraphOn acquired from Corel Corporation in December 1998, GraphOn products include GO-Global, the first thin client X server for PCs running Microsoft Windows; GO-Joe, the first thin client X server for Java; and GO-Between, the first thin client X server for multi-user NT (such as

Microsoft Terminal Server and Citrix WinFrame). Fully functional demos of GraphOn's products are downloadable from the company's website (http://www.graphon.com). The company is headquartered in Campbell, California and has offices in Seattle, Washington and Concord, New Hampshire.

ABOUT UNITY FIRST

Unity First Acquisition Corp. (OTC Bulletin Board - UFAC; UFACW; UFACZ) was formed in May 1996 to serve as a vehicle to effect a merger or similar business combination with an operating business which Unity First believes has significant growth potential. Unity First consummated an initial public offering of its equity securities in November 1996 from which it derived net proceeds in excess of $6 million.

THIS PRESS RELEASE CONTAINS STATEMENTS THAT ARE FORWARD LOOKING AS THAT TERM IS DEFINED BY THE UNITED STATES PRIVATE SECURITIES LITIGATION REFORM ACT OF 1995. THESE STATEMENTS ARE BASED ON CURRENT EXPECTATIONS THAT ARE SUBJECT TO RISKS AND UNCERTAINTIES. ACTUAL RESULTS WILL DIFFER DUE TO FACTORS SUCH AS SHIFTS IN CUSTOMER DEMAND, PRODUCT SHIPMENT

SCHEDULES, PC SHIPMENT GROWTH, PRODUCT MIX, COMPETITIVE PRODUCTS AND PRICING, TECHNOLOGICAL SHIFTS AND OTHER VARIABLES. READERS ARE ALSO REFERRED TO UFAC's MOST RECENT REPORTS ON FORM S-4, FORM 10-K AND 10-Q AND OTHER REPORTS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION.

GRAPHON, GO-JOE, GO-GLOBAL, GO-BETWEEN, GLOBALHOST, AND RAPIDX ARE TRADEMARKS OR REGISTERED TRADEMARKS OF GRAPHON CORP. IN THE USA AND OTHER COUNTRIES.