

COMPETITIVE TECHNOLOGIES INC  
Form 8-K  
July 14, 2011

**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): July 14, 2011 (July 14, 2011)

Competitive Technologies, Inc.  
(Exact Name of Registrant as Specified in its Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

1-8696  
(Commission File Number)

36-2664428  
(IRS Employer  
Identification No.)

1375 Kings Highway East, Fairfield, Connecticut  
(Address of Principal Executive Offices)

06824  
(Zip Code)

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Registrant's Telephone Number, Including Area Code: (203) 368-6044

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

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 3.02 Unregistered Sales of Equity Securities.**

On July 14, 2011, Competitive Technologies, Inc. ( CTTC ) issued 315,216 shares of restricted common stock in connection with the conversion pursuant to its terms of 375 convertible preferred stock, representing the amount of \$375,000, previously issued to William R. Waters Limited. The remaining 375 convertible preferred shares, representing the amount of \$375,000, continues to remain outstanding. The securities were issued in reliance upon an exemption from registration under Section 4(2) of the Securities Act and Rule 506 of Regulation D promulgated thereunder as a transaction not involving a public offering. In addition, the investor is an accredited investor, had access to information about the Company and their investment, the investor took the securities for investment and not for resale and the Company took appropriate measures to restrict the transfer of securities.

**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.

**COMPETITIVE TECHNOLOGIES, INC.**

(Registrant)

Dated: July 14, 2011

By: \s\Johnnie D. Johnson

Johnnie D. Johnson

Chief Executive Officer