

Edgar Filing: SP Holding CORP - Form 8-K

SP Holding CORP  
Form 8-K  
November 14, 2005

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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): November 10, 2005

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SP Holding Corporation  
(Exact name of registrant as specified in its charter)

|   |                          |   |
|---|--------------------------|---|
| Delaware  | 0-21061                  | 58-2044990                              |
| (State or other jurisdiction of<br>incorporation or organization) | (Commission file number) | (I.R.S. employer<br>identification no.) |

2361 Campus Drive Suite 101  
Irvine, CA 92612  
(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: (941) 907-2361

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))

Item 8.01. Other Events.

On November 10, 2005, SP Holding Corporation (the "Company") and Planetwide Games, Inc. ("Planetwide Games"), a privately held innovative provider of branded online video games and proprietary software, based in Orange County, California, announced that they have signed a letter of intent to merge. Under the terms of the letter of intent, the parties will enter into a definitive merger agreement whereby the Company will merge with Planetwide Games by issuing shares of the Company's common stock in exchange for all outstanding Planetwide Games common shares and the assumption of Planetwide Games' stock

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options and warrants. Upon completion of the transaction, the Company's stockholders will own approximately 5% of the post-merger company and Planetwide Games stockholders will own approximately 95% of the post-merger company, on a fully diluted basis. The combined companies will be renamed Planetwide Games, Inc. and continue Planetwide Games' current business.

A copy of the Company's press release is attached hereto as Exhibit 99.1.

### Item 9.01 Financial Statements and Exhibits

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#### (c) Exhibits

| Exhibit No. | Description                            |
|-------------|--|
| -----       | -----                                  |
| 99.1        | Press Release dated November 10, 2005. |

#### 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 thereunto duly authorized.

Date: November 14, 2005

SP HOLDING CORPORATION

By: /s/ Mark Schaftlien

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Name: Mark Schaftlien  
Title: Chief Financial Officer

#### Exhibit Index

| Exhibit No. | Description                            |
|-------------|--|
| -----       | -----                                  |
| 99.1        | Press Release dated November 10, 2005. |