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ROAMING MESSENGER INC

Form 8-K

June 11, 2003

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): May 30, 2003

Roaming Messenger, Inc.

-----  
(Exact name of registrant as specified in its charter)

Nevada

-----  
(State or other jurisdiction of incorporation)

0-13215

-----  
(Commission File Number)

30-0050402

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(I.R.S. Employer  
Identification No.)

6144 Calle Real Suite, 200, Santa Barbara, California 93117

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (805) 683-7626

Latinocare Management Corporation  
959 Walnut Avenue, Suite 250  
Pasadena, California 91107

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(Former name, former address and former fiscal year,  
if changed since last report)

Total number of pages in this document: 18

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ITEM 1. CHANGES IN CONTROL OF REGISTRANT

Not applicable.

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

Not Applicable.

ITEM 3. BANKRUPTCY OR RECEIVERSHIP

Not Applicable.

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

Not Applicable.

ITEM 5. OTHER EVENTS.

On or about May 30, 2003, Warp 9, Inc., a Delaware corporation ("Warp") sent a solicitation of exchange to its shareholders in anticipation of the second Agreement and Plan of Reorganization (the "Second Reorganization Agreement") entered into by Warp and the Company. The Second Reorganization Agreement, scheduled to be effective on June 30, 2003, provides for the Company to issue up to 8,405,263 shares of its Common Stock to the remaining shareholders of Warp in consideration for all of the outstanding voting stock of Warp not already owned by the Company. Under the first Agreement and Plan of Reorganization, which closed in April 2003, the Company issued approximately 122,620,910 shares of the Company's Common Stock to shareholders of Warp in exchange for approximately 93.6% of the outstanding stock of Warp. Upon completion of the Second Reorganization Agreement, the Company will own 100% of the issued and outstanding stock of Warp. After the second closing, the Company expects to have a total of approximately 145,640,271 shares of its Common Stock outstanding. The Company originally estimated that it would have a total of 144,604,098 shares of its Common Stock outstanding after it acquired all of Warp.

ITEM 6. RESIGNATION OF DIRECTORS AND APPOINTMENT OF NEW DIRECTORS

Not applicable.

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ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIALS & EXHIBITS

- (a) Financial Statements of Business Acquired  
Not Applicable.
- (b) Pro Forma Financial Information  
Not Applicable.
- (c) Exhibits  
2.1 Agreement and Plan of Reorganization with Warp 9, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ROAMING MESSENGER, INC.

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(Registrant)

Date: June 11, 2003

/s/ Jonathan Lei

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Jonathan Lei, President