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AMERICAN LEISURE HOLDINGS INC

Form 8-K

April 01, 2004

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

March 29, 2004

Date of Report (date of earliest event reported)

AMERICAN LEISURE HOLDINGS, INC.

(Exact name of registrant as specified in its charter)

Nevada	333-48312	75-2877111
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(State or other jurisdiction of incorporation)	(Commission File No.)	I.R.S. Employer (Identification No.)

Park 80 Plaza East, Saddlebrook, New Jersey	07663
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(Address of principal executive offices)	(Zip Code)

(201 843 0820)

(Registrant's telephone number, including area code)

ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE.

AMERICAN LEISURE HOLDINGS, INC.
BRIEF SUMMARY OF SECURED CONVERTIBLE NOTES AND WARRANTS

Borrower: American Leisure Holdings, Inc. (the "Company")

Co-Borrowers: Sunstone Golf Resort, Inc., a Florida corporation
American Leisure Marketing & Technology, Inc., a Florida corporation
Advantage Professional Management Group, Inc., a Florida corporation
Caribbean Leisure Marketing Limited, an Antigua limited company
Castlechart Limited, a United Kingdom private limited company

Credit Facility: \$6,000,000 loan credit facility evidenced by a Promissory Note in the original principal balance of \$6,000,000, with interest at the rate of 6% per annum, due on December 31, 2008, with conversion rights for

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common stock of the Company as described herein (the "Note")

Lender: Stanford Venture Capital Holdings, Inc. ("SVCH")

Security: The Credit Facility is secured by way of (i) a second mortgage in favor of SVCH on real estate located in Polk County, Florida, owned by Sunstone Golf Resort, Inc., a subsidiary of AMLH; (ii) a second mortgage in favor of SVCH on real estate located in Polk County, Florida, owned by Advantage Professional Management Group, Inc., a subsidiary of AMLH; (iii) a pledge by AMLH of all of its issued and outstanding capital stock of American Leisure Marketing & Technology, Inc., a subsidiary of AMLH; (iv) a pledge from Castlechart Limited of all of its issued and outstanding capital stock of Caribbean Leisure Marketing Limited, a subsidiary of AMLH; (v) a security interest in the equipment, fixtures and proceeds thereof of American Leisure Marketing & Technology, Inc.; (vi) a security interest in all assets, property and rights of Caribbean Leisure Marketing Limited; (vii) the issuance of warrants for 600,000 shares of AMLH common stock at an exercise price of \$.001 per share, expiring on December 31, 2008; and (viii) the issuance of warrants for 1,350,000 shares of AMLH common stock at an exercise price of \$2.96 per share, expiring on December 31, 2008.

Description of The Note: Interest and Maturity. The Note shall mature on December 31, 2008 and bear interest at the rate of 6 % per annum, payable quarterly in arrears

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Conversion: The Note shall be convertible into the Common Stock of the Company at a conversion price based on that number of shares of the Company's common stock calculated by dividing the amount due under the Credit Facility by \$15.00

Expenses: The Company shall reimburse SVCH for all of its reasonable costs and expenses incurred in connection with the Credit Facility, including fees of its counsel.

Registration Rights: No later than 180 days following the closing of the exercise of the warrants or conversion of the Note, the Company shall file an SB-2 Registration Statement under the Securities Act covering all of the shares of Common Stock that may be received through the exercise of Warrants and conversion of the Note. In the event a filing is not made within 180 days of closing, the Company will issue SVCH as a penalty additional warrants equal to 10% of the warrants originally issued for every quarter the filing is not made. The Registration Rights Agreement shall also contain customary demand and piggyback registration rights. The costs of the registration statement shall be covered by the Company.

Description of the Warrants: The Company shall issue to SVCH or its assigns Warrants

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to purchase 1,950,000 shares of the Company's Common Stock, at an average conversion price of \$2.05 per share, of which 600,000 Warrants shall have an exercise price of \$0.001 per share and 1,350,000 shall have an exercise price of \$2.96 per share. The Warrants shall be exercisable until December 31, 2008.

Use of Proceeds: The Company will apply the net proceeds for working capital.

ITEM 7. FINANCIAL STATEMENTS AND EXHIBITS.

(a) Financial Statements

None

(b) Pro Forma Financial Information

None

(c) Exhibits

Various closing documents for the Credit Facility.

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.

Dated: March 30, 2004

AMERICAN LEISURE HOLDINGS, INC.

/s/ L. William Chiles

L. William Chiles
Chief Executive Officer

/s/ Malcolm J. Wright

Malcolm J. Wright
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER	1	EXHIBIT
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Closing Documents Dated March 24, 2004 Secured Convertible Notes and Warrants for American Leisure Holdings, Inc. the issuer and Stanford Venture Capital Holdings, Inc. the purchaser.

