

BioMETRX  
Form 8-K  
October 04, 2006

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): September 30, 2006

BIOMETRX, INC.

(Exact name of registrant as specified in its Charter)

Delaware  
(State or other jurisdiction  
of incorporation)

0-15807  
(Commission  
File No.)

31-1190725  
(IRS Employer  
Identification No.)

500 North Broadway, Suite 204, Jericho, New York  
(Address of principal executive offices)

11753  
(Zip Code)

(516) 937-2828  
(Registrant's telephone number, including area code)

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 240.24d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.23e-4(c))



Item 1.01 Entry Into a Material Definitive Agreement

The information included in Item 3.02 of this current report on Form 8-K is incorporated by reference into this Item 1.01.

Item 3.02 Unregistered Sales of Equity Securities

bioMetrx, Inc. (the “Company”) entered into a Securities Purchase Agreement dated September 30, 2006, with two investors relating to the issuance and sale, in a private placement (“Private Placement”) exempt from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”) of the Company’s 10% Promissory Notes due March 30, 2007 in the aggregate principal amount of \$55,000, 55,000 Common Stock Purchase Warrants (“Warrants”) and 22,000 Shares of the Company’s Common Stock \$.0001 per value (“Common Stock”).

Each Warrant entitles the holder to purchase one share of the Company’s Common Stock at an exercise price of \$1.00 per share commencing on the date of issuance and expiring at the close of business on September 15, 2011.

As part of the Private Placement, the Company agreed to register the 55,000 shares of Common Stock underlying the Warrants and the 22,000 shares of the Common Stock issued as part of this Private Placement.

Item 9.01 Financial Statements and Exhibits

- 10.1 Form of Securities Purchase Agreement
- 10.2 Form of Common Stock Purchase Warrant
- 10.3 Form of 10% Note

**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 thereunto duly authorized.

**BIOMETRX, INC.**  
(Registrant)

Date: October 4, 2006

By: /s/ J. Richard Iler

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J. Richard Iler  
Chief Financial Officer

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