

Utalk Communications Inc.
Form 8-K
September 02, 2009

**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) **August 31, 2009**

UTALK COMMUNICATIONS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation)

333-148266

(Commission File Number)

98-0530295

(IRS Employer Identification No.)

9121 Atlanta Ave. #314, Huntington Beach, CA 92646

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(714) 475-3512**

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))
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Item 7.01 Regulation FD Disclosure

On August 31, 2009, Utalk Communications, Inc. (Utalk) entered into a letter of intent (LOI) with Lithium Corporation (Lithium) regarding a business combination which may be effected in one of several different ways, including an asset acquisition, merger of Lithium and Utalk, or a share exchange whereby Utalk purchases the shares of Lithium from its shareholders in exchange for 13,000,000 restricted common shares of Utalk. The business combination contemplated by the LOI is subject to the fulfillment of certain conditions precedent; including but not limited to: due diligence and the negotiation of a definitive agreement, approval of Utalk 's and Lithium 's board of directors and shareholders of Lithium, the completion of an audit of the Lithium financial statements, certain financing requirements, and customary third party and regulatory approvals. In addition, we have agreed to undertake a forward stock split of our issued and outstanding shares on a sixty for one basis.

In anticipation of the proposed acquisition, Utalk will be commencing the process for the change of its name to Lithium Corporation . The foregoing description of the LOI is qualified in its entirety by the contents of the LOI attached as Exhibit 99.1 to this current report.

Item 9.01 Exhibits

99.1 Letter of Intent with Lithium Corporation, dated August 31, 2009.

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.

**UTALK COMMUNICATIONS,
INC.**

/s/ Tom Lewis
Tom Lewis
President and Director

Date: September 2, 2009
