

VITACUBE SYSTEMS HOLDINGS INC

Form 8-K

November 28, 2006

**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): **November 28, 2006**

**VITACUBE SYSTEMS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State of incorporation)

**000-50875**

(Commission File No.)

**84-1575085**

(IRS Employer  
Identification No.)

**480 South Holly Street**

**Denver, CO 80246**

(Address of principal executive offices, including zip code)

**(303) 316-8577**

(Registrant's telephone number, including area code)

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):

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 240.14d-2(b))
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into an Material Definitive Agreement**

**Item 2.03 Creation of a Direct Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant**

**Asset Protection Fund Bridge Financing**

On November 21, 2006 the Company entered into a Bridge Financing Agreement with Asset Protection Fund ( APF ), whereby APF loaned the Company the amount of \$250,000. The term of the Loan is the shorter of when the Company completes a Private Placement Offering or six months from the loan origination date and it will accrue interest at a rate of 10% per annum. Additionally, the Company will issue APF 400,000 shares of restricted common stock as a loan fee. These restricted shares will have the right to be registered along with the Private Placement Shares when said transaction is complete.

On November 28, 2006, we issued a press release announcing the matters discussed above. The full text of the press release is attached as Exhibit 99.1 to this report.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

10.1 Asset Protection Fund Agreement

99.1 Press Release

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**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.

Dated: November 28, 2006

**VITACUBE SYSTEMS HOLDINGS, INC.**

By:

*/s/ John D. Pougnet*  
John D. Pougnet  
Chief Executive Officer & Chief Financial Officer