

BLUE CALYPSO, INC.  
Form 8-K  
September 15, 2011

**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) **September 9, 2011**

**BLUE CALYPSO, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of incorporation)

**000-53981**  
(Commission File Number)

**20-8610073**  
(IRS Employer Identification No.)

**1345 Valwood Parkway, Suite 301, Carrollton, Texas 75006**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(972) 695-4776**

**Not Applicable**

(Former name or former address, if changed since last report.)

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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):

- 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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**Section 1 - Registrant's Business and Operations**

**Item 1.01. Entry into a Material Definitive Agreement.**

On September 9, 2011, Blue Calypso, Inc., a Nevada corporation ( *BC-Nevada* ), and its newly formed, wholly owned subsidiary, Blue Calypso, Inc., a Delaware corporation ( *BC-Delaware* ), entered into an Agreement and Plan of Merger (the *Merger Agreement* ), pursuant to which BC-Nevada will merge with and into BC-Delaware, with BC-Delaware being the surviving entity (the *Reincorporation Merger* ). The closing of the Reincorporation Merger will take place immediately upon satisfaction by BC-Delaware of all requirements under the Securities Exchange Act of 1934, as amended (the *Exchange Act* ), pertaining to the Reincorporation Merger (the *Effective Time* of the Reincorporation Merger). As a result of the Reincorporation Merger, the legal domicile of the surviving corporation will be Delaware.

The Merger Agreement and Reincorporation Merger were approved by BC-Nevada's board of directors and by the written consent of the holders of 71,209,586 shares of BC Nevada's common stock, which represents a majority of BC-Nevada's outstanding capital stock entitled to vote thereon.

Pursuant to the terms of the Merger Agreement, (i) BC-Delaware will succeed to and assume all the rights, liabilities and obligations of BC-Nevada in accordance with the Delaware General Corporations Law and the Nevada Revised Statutes, (ii) the Certificate of Incorporation and Bylaws of BC-Delaware as in effect at the Effective Time of the Reincorporation Merger will become the Certificate of Incorporation and Bylaws of BC-Delaware, the surviving corporation, (iii) the directors and officers of BC-Delaware at the Effective Time of the Reincorporation Merger will become the officers and directors of BC-Delaware, the surviving corporation, and (iv) as of the Effective Time of the Merger, each issued and outstanding share of common stock of BC-Nevada, par value \$0.0001 per share, will be converted into the right to receive one share of common stock, par value \$0.0001 per share, of BC-Delaware. Upon completion of the Reincorporation Merger, BC-Delaware, the surviving corporation, will continue to maintain its principal offices at 1345 Valwood Parkway, Suite 301, Carrollton, Texas 75006.

Following the Reincorporation Merger, the securities of BC-Delaware will continue to be registered under Section 12(g) of the Exchange Act by virtue of Rule 12g-3 of the Exchange Act.

The foregoing description of the Merger Agreement is intended to be a summary and is qualified in its entirety by reference to such agreement, which is attached as Exhibit 10.1 and incorporated by reference as if fully set forth herein.

**Section 9 - Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits**

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**Number**

**Exhibit**

10.1 Agreement and Plan of Merger, dated September 9, 2011, by and between Blue Calypso, Inc., a Nevada corporation, and Blue Calypso, Inc., a Delaware corporation.

**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.

**BLUE CALYPSO, INC.**

Date: September 15, 2011

/s/ Andrew Levi  
Andrew Levi, Chief Executive Officer

**EXHIBIT INDEX**

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