

Edgar Filing: NEWGOLD INC - Form 8-K/A

NEWGOLD INC  
Form 8-K/A  
February 27, 2006

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM 8-K/A  
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CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): JANUARY 25, 2006  
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NEWGOLD, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER)  
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DELAWARE  
(STATE OR OTHER JURISDICTION  
OF INCORPORATION)

0-20722  
(COMMISSION FILE NUMBER)

16-1400479  
(IRS EMPLOYER  
IDENTIFICATION NO.)

400 CAPITOL MALL, SUITE 900  
SACRAMENTO, CA  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

95814  
(ZIP CODE)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (916) 449-3913

SAME  
(FORMER NAME OR FORMER ADDRESS, IF CHANGED SINCE LAST REPORT.)  
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Check the appropriate box below if the Form 8-K/A 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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ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibits.

- 4.1 Convertible Debenture.
  - 4.2.1 Form of Warrant - \$.20 exercise price.
  - 4.2.2 Form of Warrant - \$.30 exercise price.
  - 10.1 Securities Purchase Agreement, dated January 27, 2006, by and among Newgold and the investor named therein.
  - 10.2 Registration Rights Agreement, dated January 27, 2006, by and among Newgold and the investor named therein
  - 10.3\* Joint Venture Agreement dated January 25, 2006 between Newgold, Inc. and ASDi, LLC.
  - 10.4\* Crescent Red Caps LLC - Operating Agreement dated February 9, 2006.
  - 99.1 Press Release dated January 25, 2006
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\* Filed herewith

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 hereunto duly authorized.

Date: February 24, 2006

NEWGOLD, INC.

By: /s/ JAMES KLUBER

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James Kluber  
Chief Financial Officer  
(Duly Authorized Officer)