

Edgar Filing: International Fight League, Inc. - Form 8-K

International Fight League, Inc.

Form 8-K

October 24, 2007

**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): October 23, 2007**

**INTERNATIONAL FIGHT LEAGUE, INC.**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction of  
Incorporation)

000-21134  
(Commission  
File Number)

04-2893483  
(IRS Employer  
Identification No.)

424 West 33<sup>rd</sup> Street, Suite 650, New York, NY 10001

(Address of Principal Executive Offices)(Zip Code)

(212) 356-4000

(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):

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

On October 23, 2007, International Fight League, Inc. received approval for an amendment and waiver to the Registration Rights Agreement, dated as of August 6, 2007, among the company and the purchasers who are parties to that agreement. The amendment and waiver result in the purchasers waiving certain damage payments that would otherwise be payable by the company. A description of the terms of the amendment and waiver is attached as an exhibit to this report.

**Item 9.01 Financial Statements and Exhibits.**

See the Exhibit Index attached to this report, which is incorporated herein by reference.

**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.

**INTERNATIONAL FIGHT LEAGUE, INC.**

By: /s/ Michael C. Keefe  
Name: Michael C. Keefe  
Title: Executive Vice President, General  
Counsel  
and Corporate Secretary

Date: October 24, 2007

**EXHIBIT INDEX**

| <b>Exhibit<br/>Number</b> | <b>Description of Exhibit</b>                                  |
|---------------------------|--|
| 10.1                      | Terms of Amendment and Waiver to Registration Rights Agreement |