

KBL Healthcare Acquisition Corp. II
Form 8-K/A
October 23, 2006

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

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, 2006

KBL HEALTHCARE ACQUISITION CORP. II

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

000-51228
(Commission File Number)

20-1994619
(IRS Employer
Identification No.)

757 Third Avenue, 21st Floor, New York, New York
(Address of Principal Executive Offices)

10017
(Zip Code)

Registrant's telephone number, including area code: (212) 319-5555

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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EXPLANATORY NOTE

This amendment is being filed solely to file an updated slide show presentation (Exhibit 99.3), which supersedes the version filed as Exhibit 99.3 under a prior amendment (filed on September 19, 2006) to the Current Report on Form 8-K for events that occurred on September 1, 2006.

Item 1.01 Entry Into a Material Definitive Agreement

Investor Presentation

Attached as Exhibit 99.3 to this Report is the form of slide show presentation that has been used by KBL in presentations for certain of its stockholders with respect to the proposed acquisition of Summer Infant, Inc. and its affiliated companies.

Item 9.01. Financial Statements, Pro Forma Financial Information and Exhibits

(c) Exhibits

Exhibit	Description
99.3	Investor Presentation

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: October 20, 2006

KBL HEALTHCARE ACQUISITION CORP. II

By: /s/ Michael Kaswan

Name: Michael Kaswan

Title: Chief Operating Officer