

Edgar Filing: COMBINED PROFESSIONAL SERVICES INC - Form 8-K

COMBINED PROFESSIONAL SERVICES INC  
Form 8-K  
October 10, 2002

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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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 7, 2002

COMBINED PROFESSIONAL SERVICES, INC.  
(Exact Name of Registrant as Specified in Its Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Nevada  | 0-25675                  | 88-0346441                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

|   |            |
|---|------------|
| 212 West Kinzie Street, Chicago, Illinois | 60610      |
| (Address of Principal Executive Offices)  | (Zip Code) |

Registrant's telephone number, including area code: (312) 493-2171

433 Plaza Real, Suite 275, Boca Raton, Florida 53703  
(Former Name or Former Address, if Changed Since Last Report)

Item 5. Other Events.

On October 10, 2002, Combined Professional Services, Inc. (the "Corporation") completed its share exchange with the stockholders of Patron Systems, Inc., a Delaware corporation ("Patron"). On that date, the Corporation exchanged its shares of common stock on a one-for-one basis for all of the outstanding common stock of Patron pursuant to an Amended and Restated Share Exchange Agreement, dated as of October 10, 2002 (the "Agreement"), among the Corporation, Patron and the stockholders of Patron, which agreement is attached hereto as Exhibit 2.1 and amends and restates a Share Exchange Agreement entered into by the same parties as of September 27, 2002 to reflect certain inaccuracies relating to Patron share issuances and to more fully reflect the terms of the transaction. Patron is now a wholly-owned subsidiary of the Corporation. A joint press release of the Corporation and Patron issued on October 10, 2002 announcing the completion of the exchange is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 7. Financial Statements and Exhibits.

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(c) The following exhibits are included with this Report:

| Exhibit<br>Number | Exhibit Description   |
|-------------------|---|
| 2.1               | Amended and Restated Share Exchange Agreement, dated as of October 10, 2002, among Combined Professional Services, Inc., Patron Systems, Inc. and the holders of the issued and outstanding capital stock of Patron Systems, Inc. |
| 99.1              | Joint press release of Combined Professional Services, Inc. and Patron Systems, Inc. issued on October 10, 2002.  |

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.

COMBINED PROFESSIONAL SERVICES, INC.

Date: October 10, 2002

By: /s/ Patrick J. Allin

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Name: Patrick J. Allin  
Title: Chief Executive Officer