

NEW AMERICA ENERGY CORP.

Form 8-K

April 08, 2013

U.S. 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):
March 27, 2013

NEW AMERICA ENERGY CORP.
(Exact name of small business issuer as specified in its charter)

Nevada
(State or other
jurisdiction of
incorporation)

000-54243
(Commission File
Number)

N/A
(IRS Employer ID No.)

3651 Lindell Rd., Ste D#138, Las
Vegas, NV 89103
(Address of principal executive
offices)

800-508-6149
(Issuer's Telephone Number)

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:

- 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 4.01 Change in Registrant's Certifying Accountant

On March 27, 2013, the Company's independent auditors, Silberstein Ungar, PLLC ("Silberstein"), resigned as the Company's auditors.

In connection with the review of our financial statements for the interim period, there were no disagreements with Silberstein on any matter of accounting principles or practices, financial statement disclosure, or auditing scope of procedures, which disagreements, if not resolved to the satisfaction of Silberstein, would have caused them to make reference in connection with its reports to the subject matter of the disagreements. None of the "reportable events" described in Item 304(a)(1)(iv) of Regulation S-K of the SEC's rules and regulations have occurred during the interim periods preceding the resignation of Silberstein.

We have requested that Silberstein furnish us with a letter addressed to the Commission stating whether it agrees with the above statements. A copy of this letter is included herewith as Exhibit 16.1.

In addition, effective April 4, 2013, we approved the appointment of BF Borgers CPA PC ("Borgers PC"), as the Company's independent registered public accountant, to audit our financial statement for our fiscal year ending August 31, 2013, and the interim periods therein. This change in independent accountants was approved by our Board of Directors. There were no consultations between us and Borgers PC prior to their appointment.

Item 9.01. Financial Statements and Exhibits.

(c). Exhibits.

Number	Exhibit
16.1	Letter from Silberstein Ungar, PLLC

SIGNATURES

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

New America Energy Corp.

Date: April 5, 2013

By:	/s/ Rick Walchuk
Name:	Rick Walchuk
Title:	Chief Executive Officer

#146;s Amended Articles of Incorporation by which an officer or director of the Company may be indemnified against any liability which he or she may incur in his or her capacity as such. However, the Company has indemnification provisions in its Amended and Restated Code of Regulations which provide that the Company will, to the full extent permitted by Ohio law, indemnify all persons whom it may indemnify pursuant thereto.

The Company provides liability insurance for its directors and officers for certain losses arising from certain claims and charges, including claims and charges under the Securities Act of 1933, which may be made against such persons while acting in their capacities as directors and officers of the Company.

Item 21. Exhibits And Financial Statement Schedules

(a) *Exhibits.* The following exhibits are filed as part of this Registration Statement:

Exhibit No.	Description of Exhibit
3.1	Amended Articles of Incorporation of the Company. (Incorporated by reference from Exhibit 3.1 to Form S-3 Registration Statement (File No. 333-43404) filed on August 10, 2000)
3.2	Amended and Restated Code of Regulations of the Company. (Incorporated by reference from Exhibit 3.2 to Form 10-Q filed on May 5, 2009)
4.1	Form of 5.75% Junior Convertible Subordinated Debentures Indenture by and between Convergys Corporation and U.S. Bank National Association, as Trustee
4.2	Indenture, by and between Convergys Corporation and Chase Manhattan Trust Company, National Association, as trustee. (Incorporated by reference from Exhibit 4.1 to Form S-3 (File No. 333-43404) filed on August 8, 2000)
4.3	Supplemental Indenture No. 1 for the \$250,000,000 of 4.875% Senior Notes dated December 21, 2004, by and between Convergys Corporation and U.S. Bank National Association, as Trustee (successor in interest to J.P. Morgan Trust Company, National Association, as original trustee) (Incorporated by reference from Exhibit 4.2 to Form 8-k filed on December 22, 2004)
4.4	Form of 4.875% Senior Notes due 2009 (included in Exhibit 4.2)
4.5	Form of 5.75% Junior Subordinated Convertible Debentures due 2029 (included in Exhibit 4.1)
5.1	Opinion of Jones Day
8.1	Tax Opinion of Jones Day
12.1	Statement regarding computation of ratios
23.1	Consent of Ernst & Young LLP
23.2	Consent of Jones Day (included in Exhibit 5.1)
23.3	Consent of Jones Day (included in Exhibit 8.1)
24.1+	Power of Attorney
25.1	Form T-1
99.1	Form of Letter of Transmittal
99.2	Form of Notice of Guaranteed Delivery

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Exhibit

No.	Description of Exhibit
99.3	Form of Notice of Withdrawal
99.4	Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
99.5	Form of Letter to Clients

+ Previously filed.

(b) *Financial Statement Schedules*. Incorporated herein by reference to Item 8 of the Company's Annual Report on Form 10-K for the Year Ended December 31, 2008.

Item 22. Undertakings

The undersigned registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(a) To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;

(b) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the Calculation of Registration Fee table in the effective registration statement; and

(c) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(4) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser, each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A, shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of

the registration statement will, as to a purchaser with a time of contract of sale prior to such first use, supersede or modify any statement that was made in the registration statement or

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prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(5) That, for the purpose of determining liability of the registrant under the Securities Act of 1933 to any purchaser in the initial distribution of the securities: The undersigned registrant undertakes that in a primary offering of securities of the undersigned registrant pursuant to this registration statement, regardless of the underwriting method used to sell the securities to the purchaser, if the securities are offered or sold to such purchaser by means of any of the following communications, the undersigned registrant will be a seller to the purchaser and will be considered to offer or sell such securities to such purchaser:

(a) Any preliminary prospectus or prospectus of the undersigned registrant relating to the offering required to be filed pursuant to Rule 424;

(b) Any free writing prospectus relating to the offering prepared by or on behalf of the undersigned registrant or used or referred to by the undersigned registrant;

(c) The portion of any other free writing prospectus relating to the offering containing material information about the undersigned registrant or their securities provided by or on behalf of the undersigned registrant; and

(d) Any other communication that is an offer in the offering made by the undersigned registrant to the purchaser.

The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant, the registrant have been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

The undersigned registrant hereby undertakes to respond to requests for information that is incorporated by reference into the prospectus pursuant to Items 4, 10(b), 11, or 13 of this Form, within one business day of receipt of such request, and to send the incorporated documents by first class mail or other equally prompt means. This includes information contained in documents filed subsequent to the effective date of the registration statement through the date of responding to the request.

The undersigned registrant hereby undertakes to supply by means of a post-effective amendment all information concerning a transaction, and the company being acquired involved therein, that was not the subject of and included in the registration statement when it became effective.

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SIGNATURES

Pursuant to the requirements of the Securities Act, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cincinnati, State of Ohio, on September 9, 2009.

CONVERGYS CORPORATION

Name: Kevin C. O Neil
 By: /s/ Kevin C. O Neil
 Title: Executive Counsel-Mergers & Acquisitions

Signature	Title	Date
* David F. Dougherty	President, Chief Executive Officer and Director (Principal Executive Officer)	September 9, 2009
+ Earl C. Shanks	Chief Financial Officer (Principal Financial Officer)	September 9, 2009
/s/ Timothy M. Wesolowski Timothy M. Wesolowski	Senior Vice President Finance and Controller	September 9, 2009
* Zoë Baird	Director	September 9, 2009
* John F. Barrett	Director	September 9, 2009
* Willard W. Brittain, Jr.	Director	September 9, 2009
* Richard R. Devenuti	Director	September 9, 2009
* David B. Dillon	Director	September 9, 2009

Jeffrey H. Fox

* Director September 9, 2009

Joseph E. Gibbs

* Director September 9, 2009

Thomas L. Monahan III

* Director September 9, 2009

Ronald L. Nelson

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Signature	Title	Date
* Philip A. Odeen	Director	September 9, 2009
* Barry Rosenstein	Director	September 9, 2009
* Richard F. Wallman	Director	September 9, 2009
* David R. Whitwam	Director	September 9, 2009

* *The undersigned, pursuant to a power of attorney, executed by each of the officers and directors above and filed with the SEC herewith, by signing his name hereto, does hereby sign and deliver this Registration Statement on behalf of the persons noted above in the capacities indicated.*

By: /s/ Kevin C. O Neil

Name: Kevin C. O Neil

Title: Executive Counsel Mergers & Acquisitions

+ *The undersigned, pursuant to a power of attorney, executed by each of the officers and directors above and filed with the SEC herewith, by signing his name hereto, does hereby sign and deliver this Registration Statement on behalf of the persons noted above in the capacities indicated.*

By: /s/ Timothy M. Wesolowski

Name: Timothy M. Wesolowski

Title: Senior Vice President Finance and Controller

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