

NORTEM, N.V.  
Form 8-K  
March 08, 2005

**UNITED STATES  
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): **March 2, 2005**

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**NORTEM N.V.**

(Exact name of registrant as specified in its charter)

**The Netherlands**  
(State or other jurisdiction of  
incorporation)

**000-27863**  
(Commission File Number)

**98-0180010**  
(I.R.S. Employer  
Identification No.)

**Ind. Terrein Bijsterhuizen (Noord) 21-01**  
**POB 250**  
**NL-6600 AG Wijchen**  
**The Netherlands**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **+31 (0)6 2742 0248**

## Edgar Filing: NORTEM, N.V. - Form 8-K

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:

- o 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 Registrant's Business and Operations**

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

On March 7, 2005, Nortem N.V. in liquidation (Nortem) and the holders of the 8% Convertible Debentures due February 15, 2007 issued by Nortem (the 8% Debentures), the warrants to purchase Nortem common shares issued in connection with the 8% Debentures (the 2003 Warrants), the 6.5% Convertible Debentures due June 16, 2008 issued by Nortem (the 6.5% Debentures) and the warrants to purchase Nortem common shares issued in connection with the 6.5% Debentures (the 2004 Warrants) entered into an agreement pursuant to which the 8% Debentures, the 6.5% Debentures, the 2003 Warrants and the 2004 Warrants were cancelled in exchange for a cash payment by Nortem equal to \$4.65 for each share of Nortem common stock into which such debentures and warrants were convertible. The holders of the 8% Debentures, the 6.5% Debentures, the 2003 Warrants, and the 2004 Warrants will not receive any other payment in connection with Nortem's liquidating distributions in respect of such debentures and warrants.

**1.02 Termination of a Material Definitive Agreement.**

The information set forth in Item 1.01 is hereby incorporated into Item 1.02 by reference.

**Item 3 Securities and Trading Market**

**3.03 Material Modification to Rights of Security Holders.**

The information set forth in Item 1.01 is hereby incorporated into Item 3.03 by reference.

**SIGNATURES**

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.

**Nortem N.V.**

Dated: March 8, 2005

By: /s/ Charles Roffey  
Charles Roffey  
*Principal Executive Officer and Liquidator*