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ANZA CAPITAL INC  
Form 8-K  
April 22, 2003

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): APRIL 11, 2003

ANZA CAPITAL, INC.  
(Exact name of registrant as specified in its charter)

|                                                   |                                    |                                     |
|---------------------------------------------------|------------------------------------|-------------------------------------|
| NEVADA                                            | O-24512                            | 88-1273503                          |
| (State or other<br>jurisdiction of incorporation) | (Commission<br>File Number<br>No.) | (I.R.S. Employer<br>Identification) |

3200 BRISTOL STREET, SUITE 700  
COSTA MESA, CA 92626  
(Address of principal executive offices) (zip code)

(714) 866-2100  
(Registrant's telephone number, including area code)

(Former name or former address, if changed since last report.)

ITEM 1. CHANGES IN CONTROL OF REGISTRANT

Not applicable.

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

Not applicable.

ITEM 3. BANKRUPTCY OR RECEIVERSHIP

Not applicable.

ITEM 4. CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT

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Not applicable.

### ITEM 5. OTHER EVENTS

At the 2003 Annual Meeting of Shareholders, held on April 11, 2003, the shareholders approved the following:

1. The election of Vincent Rinehart, Scott A. Presta, Kenneth Arevalo and L. Wade Svicarovich to the Board of Directors;
2. An amendment to the Articles of Incorporation of the Company to effectuate a one (1) for twenty (20) reverse stock split of the Company's issued and outstanding common stock;
3. An amendment to the Articles of Incorporation of the Company to increase the authorized preferred stock to 2,500,000 shares;
4. The adoption of Restated Articles of Incorporation for the purpose of consolidating previous amendments to the Company's Articles of Incorporation;
5. The Anza Capital, Inc. 2003 Omnibus Securities Plan;
6. The Second Restated Bylaws of Anza Capital, Inc.;
7. The ratification of the appointment of McKennon Wilson & Morgan LLP, Certified Public Accountants, as independent auditors of the Company for the fiscal year ending April 30, 2003;
8. The ratification of recent restructuring transactions involving preferred stockholders and debtholders;
9. The ratification of the Company's stock repurchase plan;
10. The ratification of the Company's acquisition strategy.

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Details of each of the approved agenda items can be reviewed in the Company's 14C Information Statement on file with the SEC.

Included as exhibits to this Current Report on Form 8-K are the material documents and agreements executed in connection with the agenda items approved at the shareholders meeting.

### ITEM 6. RESIGNATIONS OF DIRECTORS AND EXECUTIVE OFFICERS

Not applicable.

### ITEM 7. FINANCIAL STATEMENTS

Not applicable.

### ITEM 8. CHANGE IN FISCAL YEAR

Not applicable.

### ITEM 9. REGULATION FD DISCLOSURE

The following Exhibits are filed as part of this report.

### EXHIBITS

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| ITEM NO.<br>----- | DESCRIPTION<br>-----                                                                        |
|-------------------|---------------------------------------------------------------------------------------------|
| 3.1               | Certificate of Amendment of Articles of Incorporation of Anza Capital, Inc.                 |
| 3.2               | Restated Articles of Incorporation of Anza Capital, Inc.                                    |
| 3.3               | Second Restated Bylaws of Anza Capital, Inc.                                                |
| 4.1               | Anza Capital, Inc. 2003 Omnibus Securities Plan                                             |
| 4.2               | Form of Incentive Stock Option Agreement relating to options granted under the Plan         |
| 4.3               | Form of Non Statutory Stock Option Agreement relating to options granted under the Plan     |
| 4.4               | Form of Common Stock Purchase Agreement relating to restricted stock granted under the Plan |
| 3                 |                                                                                             |
| 4.5               | Stock Exchange Agreement dated February 28, 2003 with Keyway Investments, Ltd.              |
| 4.6               | Warrant Agreement No. 1 with Keyway Investments, Ltd.                                       |
| 4.7               | Warrant Agreement No. 2 with Keyway Investments, Ltd.                                       |
| 4.8               | Warrant Agreement No. 3 with Keyway Investments, Ltd.                                       |
| 4.9               | Stock Exchange Agreement dated February 28, 2003 with Cranshire Capital, L.P.               |
| 4.10              | Warrant Agreement No. 1 with Cranshire Capital, L.P.                                        |
| 4.11              | Warrant Agreement No. 2 with Cranshire Capital, L.P.                                        |
| 4.12              | Warrant Agreement No. 3 with Cranshire Capital, L.P.                                        |
| 4.13              | Stock Exchange Agreement dated February 28, 2003 with EURAM Cap Strat. "A" Fund Limited     |
| 4.14              | Warrant Agreement No. 1 with EURAM Cap Strat. "A" Fund Limited                              |
| 4.15              | Warrant Agreement No. 2 with EURAM Cap Strat. "A" Fund Limited                              |
| 4.16              | Warrant Agreement No. 3 with EURAM Cap Strat. "A" Fund Limited                              |
| 4.17              | Stock Exchange Agreement dated February 28, 2003 with the dotCom Fund, LLC                  |
| 4.18              | Warrant Agreement No. 1 with the dotCom Fund, LLC                                           |
| 4.19              | Warrant Agreement No. 2 with the dotCom Fund, LLC                                           |

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- 4.20 Warrant Agreement No. 3 with the dotCom Fund, LLC
- 4.21 Stock Exchange Agreement dated February 28, 2003 with Barbara Dunster
- 4.22 Stock Exchange Agreement dated February 28, 2003 with the Staron Family Trust

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- 4.23 Debt Exchange Agreement dated February 28, 2003 with Vincent Rinehart
- 4.24 Certificate of Designation for Series D Convertible Preferred Stock
- 4.25 Certificate of Designation for Series E Convertible Preferred Stock
- 4.26 Certificate of Designation for Series F Convertible Preferred Stock

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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.

Dated: April 21, 2003

Anza Capital, Inc.,  
a Nevada corporation

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By: Vincent Rinehart  
Its: President and Chief Executive  
Officer

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