

CRYOCOR INC  
Form 8-K  
November 03, 2006

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**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): November 1, 2006

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**CryoCor, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation)

**000-51410**  
(Commission File Number)

**33-0922667**  
(I.R.S. Employer  
Identification No.)

**9717 Pacific Heights Boulevard**

**San Diego, California**  
(Address of principal executive offices)

**92121**  
(Zip Code)

Registrant's telephone number, including area code: (858) 909-2200

**Not Applicable.**

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

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)

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- “ 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 1.01 Entry into a Material Definitive Agreement**

On November 1, 2006, we entered into a letter agreement with Dr. Gregory M. Ayers amending the terms of our existing separation agreement with Dr. Ayers. Pursuant to the terms of the letter agreement, upon Dr. Ayers' resignation from our board of directors on November 1, 2006, all of Dr. Ayers' options to purchase shares of our common stock that would have continued to vest based on Dr. Ayers' continued service as a member of our board of directors during the period from September 1, 2006 through August 31, 2007, were immediately accelerated such that Dr. Ayers is fully vested as to the same number of shares as he would have been vested had he continued serving as a member of the Board until August 31, 2007. A copy of the letter agreement is included as Exhibit 10.1 and incorporated herein by reference.

**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers**

On November 1, 2006, Dr. Ayers resigned from our board of directors.

**Item 9.01 Financial Statements and Exhibits**

**(d) Exhibits.**

**Item No.**

10.1 Letter Agreement between the Company and Gregory Ayers, dated November 1, 2006

**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.

**CryoCor, Inc.**

By: /s/ Edward F. Brennan, Ph.D  
Edward F. Brennan, Ph.D.  
*(President and Chief Executive Officer)*

Date: November 1, 2006

**INDEX TO EXHIBITS**

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