

ION NETWORKS INC
Form 8-K
November 19, 2007

UNITED STATES
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)

November 19, 2007

ION NETWORKS, INC

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

000-13117
(Commission File Number)

22-2413505
(IRS Employer
Identification Number)

120 Corporate Boulevard, South Plainfield, New Jersey

(Address of Principal Executive Offices)

07080

(Zip Code)

Registrant's telephone number, including area code

(908) 546-3900

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:

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))

Item 1.01 Entry Into a Material Definitive Agreement.

On November 19, 2007, ION Networks, Inc. (the Company) entered into an Asset Purchase Agreement (the Agreement) with privately held Cryptek, Inc. (Cryptek) pursuant to which the Company is selling substantially all of its operating assets to Cryptek for a purchase price of \$3.2 million, plus the assumption by Cryptek of certain liabilities of the Company. The Agreement is subject to the approval of stockholders of the Company.

A copy of the press release announcing the agreement for the sale of substantially all of the assets of the Company is attached hereto as Exhibit 99 and is incorporated herein by reference.

Item 9.01.

Financial Statements and Exhibits.

(d)

Exhibits.

| Exhibit No. | Document |
|-------------|---|
| 10 | (1) Asset Purchase Agreement, Dated November 19, 2007, By and Between Cryptek and the Company. |
| 99 | * Press Release Announcing the Agreement for the Sale of Substantially All of the Assets of the Company |

* Filed herewith

(1) Incorporated by reference to the Company's Quarterly Report on Form 10-QSB filed on November 19, 2007.

SIGNATURE

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

ION NETWORKS, INC.

Date:

November 19, 2007

By: /s/Patrick E. Delaney

Name: Patrick E. Delaney

Title: Chief Financial Officer