

TRULITE INC
Form 8-K
November 13, 2007

**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 7, 2007

TRULITE, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

0-51696
(Commission File Number)

20-1372858
(I.R.S. Employer
Identification No.)

**5 HOUSTON CENTER
1401 MCKINNEY STREET, SUITE 900
HOUSTON, TX 77010-4035**
(Address of principal executive offices including Zip Code)

(713) 888-0660
(Registrant's telephone number, including area code)

N/A
(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 7, 2007, Trulite, Inc. (the "Company") pursuant to the terms of a Note and Warrant Purchase Agreement dated November 7, 2007 (the "Purchase Agreement"), sold a total of 17 units ("Units"), at a price of \$25,000 per Unit, with each Unit comprising (i) an unsecured promissory note (a "Note"), in the original principal amount of \$25,000, and (ii) a warrant (a "Warrant") to purchase 25,000 shares of the Company's common stock, \$0.0001 par value ("Common Stock"), at a price of \$.50 per share. The Company sold a total of \$425,000 in principal amount of Notes and Warrants to purchase a total of 425,000 shares of Common Stock. Among those purchasing Units pursuant to the Purchase Agreement were the following officers and directors of the Company: Ron Seftick (President); Jonathan Godshall (Chief Executive Officer, Director); Richard Hoesterey (Director); and John White (Director).

Each Note bears interest at a rate of 15% per annum. Principal and accrued but unpaid interest on each Note are payable in full on April 30, 2008. Amounts outstanding under each Note may be prepaid without penalty.

Each Warrant is exercisable until November 7, 2008, at an exercise price of \$.50 per share, subject to adjustment as provide in the Warrant and has a cashless exercise feature.

The Warrants provide for full-ratchet anti-dilution protection.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant.

(a)

As described under Item 1.01 above, on November 7, 2007, the Company issued \$425,000 in principal amount of Notes. See Item 1.01 for a description of such Notes.

Item 3.02. Unregistered Sales of Equity Securities.

As described under Item 1.01 above, on November 7, 2007, the Company sold 17 Units. See Item 1.01 for a description of the Units, and the Notes and Warrants composing the Units.

The sale of the Units was not registered under the Securities Act of 1933, as amended (the "Act"), in reliance on the private offering exemption from registration provided by Section 4(2) of the Act.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

| Exhibit No. | Description |
|-------------|------------------------------------------------------------|
| 10.83 | Form of Promissory Note |
| 10.84 | Form of Warrant |
| 10.85 | Note and Warrant Purchase Agreement dated November 7, 2007 |

SIGNATURES

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.

TRULITE, INC.
(Registrant)

Dated: November 13, 2007

By:
Name:
Title:
