

Zagg INC
Form 8-K
September 24, 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): September 19, 2007

Zagg Incorporated

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of
incorporation)

000-52211

(Commission File Number)

20-2559624

(I.R.S. Employer Identification
No.)

3855 South 500 West, Suite J

Salt Lake City, Utah

(Address of principal executive offices)

84115

(Zip Code)

Registrant's telephone number, including area code:

(801) 263-0699

(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 (17CFR 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))

SECTION 1 - Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

As of September 19, 2007, we entered into agreements with certain investors holding 4,803,904 shares of common stock that acquired their shares as part of an exchange transaction that took place in connection with a merger involving our company in February 2007. These investors were not included along with certain institutional investors in a registered offering on Form SB-2 that went effective on August 30, 2007. Since they were not included in that offering, we granted these investors rights to register their shares as soon as practicable and agreed to issue warrants at a future date to purchase 50% of the amount of their respective stock holdings in the company.

A copy of the form of Registration Rights Agreement is attached as Exhibit 10.1 and incorporated herein by reference.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

Exhibit No.	Description
10.1	Form of Registration Rights Agreement

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.

Zagg Incorporated

By:
 /s/ BRANDON T. O'BRIEN

Brandon T. O'Brien
Chief Financial Officer

Date: **September 21, 2007**