

SPEDEMISSIONS INC  
Form 8-K  
April 03, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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) March 28, 2006

Speedemissions, Inc.

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction of incorporation)

000-49688

(Commission File Number)

30-0961488

(IRS Employer Identification No.)

1134 Senoia Road, Suite B2, Tyrone, Georgia

(Address of principal executive offices)

30290

(Zip Code)

(770) 306-7667

(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 (*see* General Instruction A.2. below):

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 4.02(a). NON-RELIANCE ON PREVIOUSLY ISSUED FINANCIAL STATEMENTS OR A RELATED AUDIT REEPORT OF COMPLETED INTERIM REVIEW**

On March 28, 2006, the Company determined that an error was made in connection with the recording of an equity transaction relating to a beneficial conversion feature during the quarter ending June 30, 2005. During that quarter the Company, after discussing the accounting treatment with its independent accountants, recorded a charge to accumulated deficit of \$4,577,632 associated with the 2,500,000 shares of Series B convertible preferred stock issued. This error was the result of not considering a provision in the stock purchase agreement which limited the shareholder from having beneficial ownership of more than 4.9% of the Company's outstanding and issued shares. The correction of the error decreases the net loss attributable to common shareholders for the three month period ended June 30, 2005 from \$5,086,929 to \$509,297 and decreases the net loss per share from \$2.03 to a net loss of \$0.20 per share for the same period. The officers of the Company have discussed this matter with the Company's independent accountants.

Accordingly, the unaudited consolidated financial statements contained in the Company's Quarterly Reports on Form 10-Q for the quarters ended June 30, 2005 and September 30, 2005 should not be relied upon. The Company intends to effect the restatement through filing amended

ITEM 4.02(a). NON-RELIANCE ON PREVIOUSLY ISSUED FINANCIAL STATEMENTS OR A RELATED AUDIT

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Quarterly Reports on Form 10-QSB for the quarters ended June 30, 2005 and September 30, 2005.

The correction of this error is non-cash in nature and will not impact the Company's cash flow from operations or financial condition for the affected periods.

The following table summarizes the impact of the restatement.

### Speedemissions, Inc.

#### Condensed Consolidated Statements of Operations(Unaudited)

	Three Months June 30 2005	Six Months June 30 2005	Nine Months September 30 2005	Twelve Months December 31 2005
Revenue	\$ 1,255,586	\$ 2,533,876	\$ 4,617,932	\$ 6,952,200
Costs and expenses:				
Cost of emissions certificates	391,677	820,720	1,436,546	2,050,283
General and administrative expenses	1,263,803	2,410,687	4,410,927	6,565,079
Warrant settlement expense	-	-	-	1,660,538
Loss from operations	(399,894)	(697,531)	(1,229,541)	\$ (3,323,700)
Interest expense	65,293	129,386	199,679	227,015
Net loss	\$ (465,187)	\$ (826,917)	\$ (1,429,220)	\$ (3,550,715)
Basic and diluted net loss				
per share				
Net loss	\$ (465,187)	\$ (826,917)	\$ (1,429,220)	\$ (3,550,715)
Less: preferred stock dividends	44,110	88,220	132,330	137,923
Net loss attributable to common				
shareholders	\$ (509,297)	\$ (915,137)	\$ (1,561,550)	\$ (3,688,638)
Basic and diluted net loss				
per share				
Net loss	\$ (0.20)	\$ (0.37)	\$ (0.61)	\$ (1.43)
Weighted average shares				
outstanding, basic and diluted	2,509,517	2,497,046	2,543,715	2,575,407

### 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 3, 2006

Speedemissions, Inc.  
a Florida corporation

/s/ Richard A. Parlontieri  
By: Richard A. Parlontieri  
Its: President