

TRAVELZOO INC  
Form 8-K  
September 30, 2004

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D. C. 20549**

**FORM 8-K**

**CURRENT REPORT  
PURUSANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event  
reported): September 30, 2004

**Travelzoo Inc.**

(Exact Name of Registrant as Specified in Charter)

Delaware

333-55026

36-4415727

(State or Other  
Jurisdiction of  
Incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification Number)

590 Madison Avenue, 21<sup>st</sup> Floor  
New York, New York

10022

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code:

(212) 521-4200

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)

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[ ] 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 3.02. Unregistered Sales of Equity Securities.

On September 29, 2004, Travelzoo Inc. (the Company ) entered into a Common Stock Purchase Agreement between the Company and various investors (the Agreement ), pursuant to which the Company issued 750,000 shares of its Common Stock, par value \$0.01, for a purchase price of \$40.00 per share and received gross proceeds of \$30,000,000. A \$1,800,000 commission was paid in connection with this sale. The Agreement provides that the Company will file a registration statement with the U.S. Securities and Exchange Commission within 30 days of the closing of the transactions contemplated by the Agreement, and requires that the Company use all reasonable efforts to cause the registration statement to become effective within 120 days of the closing.

The issuance of the shares of Common Stock was made pursuant to the exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended (the Securities Act ), and Regulation D promulgated thereunder. Each investor is an accredited investor under the Securities Act and the securities were sold without any general solicitation by the Company or its representatives.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

| <u>Exhibit Number</u> | <u>Description of Exhibits</u>                        |
|-----------------------|---|
| 99.1                  | Press Release issued September 30, 2004.<br>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.

TRAVELZOO INC.  
(Registrant)

Date: September 30, 2004

By:

/s/ Ralph Bartel

Ralph Bartel  
Chairman of the Board and Chief  
Executive Officer

EXHIBIT INDEX

| <u>Exhibit Number</u> | <u>Description of Exhibits</u>           |
|-----------------------|--|
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