

Edgar Filing: ACE MARKETING & PROMOTIONS INC - Form 8-K

ACE MARKETING & PROMOTIONS INC  
Form 8-K  
March 06, 2009

U.S. 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):  
March 6, 2009 (February 3, 2009)

Ace Marketing & Promotions, Inc.  
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(Exact name of registrant as specified in its charter)

NEW YORK ----- (State or other jurisdiction of incorporation)	000-51160 ----- (Commission File Number)	11-3427886 ----- (IRS Employer Identification No.)
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457 Rockaway Avenue, Valley Stream, NY 11582  
(Address of principal executive offices (Zip Code))

Registrant's telephone number: (516) 256-7766

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(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 (17CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17CFR 240.13e-4(c))

Item 3.02 Unregistered Sales of Equity Securities

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On February 3, 2009, Ace Marketing & Promotions, Inc. sold 500,000 shares of its Common Stock at \$.50 per share, payable one-half in cash and the other half with a Promissory Note due March 2, 2009 to a non-affiliated party. This week, Ace received full payment on the Promissory Note. Exemption is claimed under Section 4(2) of the Securities Act of 1933, as amended.

### SIGNATURE

Pursuant to the requirements of Section 13 or 15(b) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ACE MARKETING & PROMOTIONS, INC.

Dated: March 6, 2009

By: /s/ Michael D. Trepeta

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Michael D. Trepeta, President