

TUCOWS INC /PA/
Form 8-K
September 27, 2005

**UNITED STATES
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): **June 1, 2005**

TUCOWS INC.

(Exact Name of Registrant Specified in Charter)

Pennsylvania
(State or Other
Jurisdiction of
Incorporation)

1-32600
(Commission File
Number)

23-2707366
(IRS Employer
Identification No.)

96 Mowat Avenue, Toronto, Ontario, Canada
(Address of Principal Executive Offices)

M6K 3M1
(Zip Code)

Registrant's telephone number, including area code: **(416) 535-0123**

Not Applicable

(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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On February 1, 2005, Tu cows, Inc., a Pennsylvania corporation (Tu cows or the Company), through its wholly-owned subsidiary Tu cows.com Co., a corporation organized under the laws of Nova Scotia, entered into a consulting agreement with Mr. Eugene Fiume (the Consulting Agreement or the Agreement). On June 1, 2005, Mr. Fiume was subsequently elected as a director of the Company. A copy of the Consulting Agreement with Mr. Fiume is attached as Exhibit 10.1 to this Current Report on Form 8-K.

Pursuant to the Consulting Agreement, Mr. Fiume will evaluate Tu cows software strategy, from time to time as Tu cows may request, for a fee of Cdn.\$1,500.00 per 8 hour day. As of September 27, 2005, the aggregate amount of compensation paid to Mr. Fiume under the Consulting Agreement was Cdn.\$66,607.50. The Company anticipates compensating Mr. Fiume an additional Cdn.\$8,025.00 for other recent services rendered under the Agreement. The Consulting Agreement contains standard confidentiality provisions that survive termination of the Agreement, as well as non-solicitation and non-competition provisions that survive for a period of one year following the termination of the Agreement. The Consulting Agreement shall terminate on September 30, 2005.

The information regarding the Consulting Agreement set forth in paragraphs 1 and 2 above does not purport to be complete and is qualified in its entirety by reference to the full text of the Consulting Agreement, a copy of which is filed as Exhibit 10.1 to this report, and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibits

Exhibit Number	Exhibit
10.1	Consulting Agreement, dated as of February 1, 2005, between Tu cows.com Co. and Eugene Fiume.

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.

TUCOWS INC.

By: /s/ Michael Cooperman
 Michael Cooperman
 Chief Financial Officer

Dated: September 27, 2005

EXHIBIT INDEX

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