

POSITRON CORP  
Form 8-K  
April 14, 2006

**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)

April 10, 2006

**POSITRON CORPORATION**

*(Exact Name of Registrant as Specified in Its Charter)*

Texas  
(State or Other Jurisdiction  
of Incorporation)

000-24092  
(Commission File Number)

76-0083622  
(I.R.S. Employer Identification No.)

1304 Langham Creek Drive, Suite 300, Houston, Texas  
(Address of Principal Executive Offices)

77084  
(Zip Code)

(281) 492-7100  
(Registrant's Telephone Number, Including Area Code)

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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):

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- [ ] 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))
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ITEM 1.01 Entry into a Material Definitive Agreement.

**2006 Stock Incentive Plan**

On April 10, 2006, the Company's Board of Directors adopted a 2006 Stock Incentive Plan ( 2006 Plan ). The 2006 Plan is administered by the Board and provides for the direct issuance of stock and grants of nonqualified stock options to directors, officers, employees and consultants. The administrator is authorized to determine the terms of each award granted under the plan, including the number of shares, exercise price, term and exercisability. Stock and options may be granted for services rendered or to be rendered. A total of 5,000,000 shares of Common Stock have been authorized for issuance under the 2006 Plan.

ITEM 9.01. Financial Statements and Exhibits

(c) Exhibits.

Exhibit 10.1 2006 Stock Incentive Plan

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 THEREUNTO DULY AUTHORIZED.

SIGNATURES

**POSITRON CORPORATION**

By: /s/ Patrick G. Rooney

Patrick G. Rooney  
Chairman of the Board

Date: April 10, 2006