

Edgar Filing: Zeno Inc. - Form 8-K

Zeno Inc.
Form 8-K
September 16, 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: August 31, 2005)

Zeno, Inc.

(Exact name of registrant as specified in its charter)

Nevada ----- (State or other jurisdiction of incorporation)	333-117854 ----- (Commission File Number)	Applied For ----- (IRS Employer Identification No.)
220 Decourcy Drive, Gabriola Island, B.C. Canada ----- (Address of principal executive offices)		V0R 1X1 ----- (Postal Code)

Registrant's telephone number, including area code: (604) 837-2739

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.

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR240.14d-2(b))
- Soliciting material pursuant to Rule 14a-12 under Exchange Act (17 CFR240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR240.13e-4(c))

Section 1 - Registrant's Business and Operations

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Item 1.01 Entry into a Material Definitive Agreement

By an agreement dated August 31, 2005, we agreed to acquire the principal assets of IP-Colo, Inc., a private Colorado-based company that provides carrier co-location, Internet protocol/virtual private network/wide area network services, voice over IP, managed hosting services, network services and Internet connectivity. We have agreed to issue 1,612,500 shares of our post-split restricted common stock in consideration of the acquisition.

The agreement provides that prior to closing, we will split our common stock such that each currently issued share of common stock will be exchanged for 13 post-split shares. As well, we have agreed to change our name to HS3 Technologies, Inc. and create authorized capital of 10,000,000 shares of preferred stock in order to give us flexibility in future financings. We will also appoint two of IP-Colo, Inc.'s principals as directors of the Company at closing.

Item 1.02 Termination of a Material Definitive Agreement

None

Item 1.03 Bankruptcy or Receivership

None

Section 2 - Financial Information

Item 2.01 Completion of Acquisition or Disposition of Assets

None

Item 2.02 Results of Operations and Financial Condition

None

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant

None

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement

None

Item 2.05 Costs Associated with Exit or Disposal Activities

None

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Item 2.06 Material Impairments

None

Section 3 - Securities Trading Markets

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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

None

Item 3.02 Unregistered Sales of Equity Securities

None

Item 3.03 Material Modification to Rights of Security Holders

None

Section 4 - Matters Related to Accountants and Financial Statements

Item 4.01 Changes in Registrant's Certifying Account

None

Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review

None.

Section 5 - Corporate Governance and Management

Item 5.01 Changes in Control of Registrant

None

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

None

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

None

Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

None

Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

None

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Section 6 - [Reserved]

Section 7 - Regulation FD

Item 7.01 Regulation FD Disclosure

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None

Section 8 - Other Events

Item 8.01 Other Events

None

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

A. Financial Statements - None

B. Exhibits - 10.1 Asset Purchase Agreement

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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 thereunto duly authorized.

Date: September 15, 2005

Zeno, Inc.

By: /s/ Frank McGill

Frank McGill, President

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