

PERF Go-Green Holdings, Inc  
Form 8-K  
November 06, 2009

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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): November 6, 2009

PERF-GO GREEN HOLDINGS, INC.  
(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation)	333-141054 (Commission File Number)	20-3079717 (I.R.S. Employer Identification Number)
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12 East 52nd Street, 4th Floor  
New York, New York 10022  
(Address of principal executive offices) (zip code)

(212) 935-3550  
(Registrant's telephone number, including area code)

(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 (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 1.01 Entry into a Material Definitive Agreement

On November 6, 2009, Perf-Go Green Holdings, Inc. (the “Company”) and its various Noteholders including, Dr. Sadah and Ms. Dror, Bhansali Equities, Semper Gestion, E.G.G. Pension, Whalehaven Capital LP (“Whalehaven”), Brio Capital and Excalibur Special Opportunity Fund LP entered into a debt conversion agreement (the “Debt Conversion Agreement”). Pursuant to the Debt Conversion Agreement, all Noteholders agreed to convert the aggregate principal amount of \$2,565,471.25 and accrued interest of \$179,695.12 of its indebtedness into 27,451,664 restricted shares of common stock of the Company.

The foregoing description of the Debt Conversion Agreement and related documents does not purport to be complete and is qualified in its entirety by reference to these agreements which are attached as exhibits to this Current Report and are incorporated into this Item by reference.

Item 8.01 Other Events

See Item 1.01 above

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

10.10 Debt Conversion Agreement dated November 6, 2009.

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Perf-Go Green Holdings, Inc.

Dated: November 6, 2009

By: /s/ Anthony Tracy  
Name: Anthony Tracy  
Title: Chief Executive Officer

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*Investing in the notes involves risks. See "Selected Risks" on the following page and "Risk Factors" in the accompanying preliminary pricing supplement.*

**You should read this document together with the accompanying preliminary pricing supplement, prospectus supplement, index supplement and prospectus describing the offering before you decide to invest. You may access the preliminary pricing supplement through the below link:**

[https://www.sec.gov/Archives/edgar/data/895421/000095010319000293/dp100602\\_424b2-ps1439.htm](https://www.sec.gov/Archives/edgar/data/895421/000095010319000293/dp100602_424b2-ps1439.htm)

<b>Initial basket value:</b>	The initial basket value will equal 100, which is equal to the sum of the products of (i) the initial basket component value of each basket component, as set forth under “Basket—Initial basket component value” above, and (ii) the multiplier for such basket component, as set forth under “Basket—Multiplier” above, each as determined on the pricing date.
<b>Final basket closing value:</b>	The basket closing value on the determination date
<b>Basket closing value:</b>	On any date, the sum of the products of (i) the basket component closing value for each basket component, and (ii) the multiplier for such basket component On any day, the basket component closing value for each basket component shall be:
<b>Basket component closing value:</b>	(i) in the case of the SPX Index, the index closing value of the SPX Index on such day; and  (ii) in the case of the EFA Shares, the closing price of the EFA Shares on such day <i>times</i> the adjustment factor on such day.
<b>Multiplier:</b>	The multiplier for each basket component will be set on the pricing date so that each basket component will represent its applicable basket component weighting in the predetermined initial basket value of 100. Each multiplier will remain constant for the term of the notes.
<b>Adjustment factor:</b>	With respect to the EFA Shares, 1.0, subject to adjustment in the event of certain events affecting the underlying shares. See “Additional Information About the Notes—Antidilution adjustments” below.
<b>Determination date:</b>	January 31, 2024, subject to postponement for non-index business days, non-trading days and certain market disruption events.
<b>CUSIP/ISIN:</b>	61768DYB5 / US61768DYB53

The issuer has filed a registration statement (including a prospectus) with the SEC for the offering to which this communication relates. Before you invest, you should read the prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may get these documents for free by visiting EDGAR on the SEC Web site at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus if you request it by calling toll-free 1-800-584-6837.

## Risk Considerations

The risks set forth below are discussed in more detail in the “Risk Factors” section in the accompanying preliminary pricing supplement. Please review those risk factors carefully prior to making an investment decision.

·The notes do not pay interest and may not pay more than the stated principal amount at maturity.

·The appreciation potential of the notes is limited by the maximum payment at maturity.

·Changes in the prices of the basket components may offset each other.

·The market price of the notes will be influenced by many unpredictable factors.

The notes are subject to our credit risk, and any actual or anticipated changes to our credit ratings or credit spreads may adversely affect the market value of the notes.

·As a finance subsidiary, MSFL has no independent operations and will have no independent assets.

The amount payable on the notes is not linked to the value of the SPX Index and EFA Shares at any time other than the determination date.

There are risks associated with investments in securities, such as the notes, linked to the value of foreign equity securities.

·The prices of the EFA Shares are subject to currency exchange risk.

The rate we are willing to pay for securities of this type, maturity and issuance size is likely to be lower than the rate implied by our secondary market credit spreads and advantageous to us. Both the lower rate and the inclusion of costs associated with issuing, selling, structuring and hedging the notes in the original issue price reduce the economic terms of the notes, cause the estimated value of the notes to be less than the original issue price and will adversely affect secondary market prices.

The estimated value of the notes is determined by reference to our pricing and valuation models, which may differ from those of other dealers and is not a maximum or minimum secondary market price.

· Adjustments to the SPX Index could adversely affect the value of the notes.

Adjustments to the EFA Shares or the index tracked by the underlying shares could adversely affect the value of the notes.

The performance and market price of the underlying shares, particularly during periods of market volatility, may not correlate with the performance of the share underlying index, the performance of the component securities of the share underlying index or the net asset value per share of the underlying shares.

The antidilution adjustments the calculation agent is required to make do not cover every event that could affect the underlying shares.

·Not equivalent to investing in the EFA Shares or the stocks composing the SPX Index or the share underlying index

· The notes will not be listed on any securities exchange and secondary trading may be limited.

The calculation agent, which is a subsidiary of Morgan Stanley and an affiliate of MSFL, will make determinations with respect to the notes.

- Hedging and trading activity by our affiliates could potentially adversely affect the value of the notes.

#### Tax Considerations

You should review carefully the discussion in the accompanying preliminary pricing supplement under the caption “Additional Information About the Notes– Tax considerations” concerning the U.S. federal income tax consequences of an investment in the notes. However, you should consult your tax adviser regarding all aspects of the U.S. federal income tax consequences of an investment in the notes, as well as any tax consequences arising under the laws of any state, local or non-U.S. taxing jurisdiction.

### S&P 500<sup>®</sup> Index Historical Performance

The following graph sets forth the daily index closing values of the S&P 500<sup>®</sup> Index for each quarter in the period from January 1, 2014 through January 4, 2019. You should not take the historical values of the S&P 500<sup>®</sup> Index as an indication of its future performance, and no assurance can be given as to the index closing value of the S&P 500<sup>®</sup> Index on the determination date.

S&P 500<sup>®</sup> Index

Daily Index Closing Values

January 1, 2014 to January 4, 2019

### iShares<sup>®</sup> MSCI EAFE ETF Historical Performance

The following graph sets forth the daily closing values of the iShares<sup>®</sup> MSCI EAFE ETF for each quarter in the period from January 1, 2014 through January 4, 2019. You should not take the historical values of the iShares<sup>®</sup> MSCI EAFE ETF as an indication of its future performance, and no assurance can be given as to the closing value of the iShares<sup>®</sup> MSCI EAFE ETF on the determination date.

iShares<sup>®</sup> MSCI EAFE ETF

Daily Closing Prices

January 1, 2014 to January 4, 2019



