

MOBILEPRO CORP
Form 8-K
June 05, 2009

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:

June 5, 2009

MOBILEPRO CORP.

(Exact Name of Registrant as Specified in Charter)

Delaware 000-51010 87-0419571
(State of (Commission (IRS Employer
Incorporation) File Number) Identification
 No.)

401 Professional Drive, Suite 128
Gaithersburg, MD 20879

(Address of principal executive offices) (Zip Code)

(301) 571-3476

(Registrant's telephone number)

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))
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Item 8.01. Other Events.

As previously disclosed, on May 5, 2009, the Registrant ("Mobilepro") executed a Forbearance Agreement with YA Global Investments, L.P. f/k/a Cornell Capital Partners, L.P. ("YA Global") pursuant to which YA Global has agreed to forbear for a period of thirty days (the "Forbearance Period") from enforcing its rights and remedies against the Registrant and its subsidiaries under the Secured Convertible Debenture and related agreements dated June 30, 2008 in the original principal amount of \$13,391,175 (the "Debenture"). By letter dated June 2, 2009 (the "June 2nd Letter"), YA Global agreed to extend the Forbearance Period until June 5, 2009 (the "Extended Forbearance Period"). The maturity date of the Debenture was May 1, 2009 at which time the principal amount outstanding was approximately \$13 million.

During the Extended Forbearance Period, YA Global and the Registrant have agreed to discuss and consider a plan to repay or restructure the Debenture. Although the Registrant intends to work diligently with YA Global during the Extended Forbearance Period, there is no guarantee that the parties will reach a mutually agreeable repayment or restructuring plan. In the event the parties are unable to reach a mutually agreeable repayment or restructuring plan, YA Global could potentially exercise its rights as the company's senior secured creditor which include, but are not limited to, foreclosing on the assets of the Company. In such event the Registrant may not have the ability to continue as a going concern. See "Risk Factors" in Mobilepro's most recent quarterly report on Form 10-Q for more detail on such risks.

The foregoing is intended to be a summary only of the Letter Agreement and is modified in its entirety by the terms of the June 2nd Letter, a copy of which is attached hereto and incorporated herein as an exhibit to this Current Report on Form 8-K.

On or about June 1, 2009 we were served with a summons and complaint in the Circuit Court for Montgomery County, Maryland captioned Thomas E. Mazerski vs. MobilePro Corp and CloseCall America, Inc. The plaintiff alleges claims of breach of an employment agreement and seeks the payment of certain wages, bonuses and legal fees totaling \$270,414.28. The plaintiff further alleges that he is entitled to seek treble damages for his wage claim under the provisions of the Maryland Labor and Employment Section 3-507(b) (1).

The Registrant intends to vigorously defend itself in this matter and is in the initial stages of evaluating the appropriate counter-claims and defenses that may be asserted against Mr. Mazerski. If Mr. Mazerski were to prevail in its complaint and obtain a judgment and Mobilepro and CloseCall were not to prevail in any of its potential counter-claims, such a result could have a material adverse effect on Mobilepro's liquidity and force Mobilepro to evaluate its legal options. See "Risk Factors" in Mobilepro's most recent quarterly report on Form 10-Q for more detail on such risks.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

10.1 Letter dated June 2, 2009 between Mobilepro Corp. and YA Global Investments, L.P.

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.

By: /s/ Jay O. Wright

Jay O. Wright
Chief Executive Officer
Mobilepro Corp.

Date: June 5, 2009