

GuruNet CORP
Form 8-K
September 12, 2005

**UNITED STATES
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): September 10, 2005

GuruNet Corporation

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

1-32255

(Commission File
Number)

98-0202855

(IRS Employer
Identification No.)

**Jerusalem Technology Park
Building 98**

Jerusalem, Israel 91481

(Address of Principal Executive Offices)

+972-2-649-5000

(Registrant's Telephone Number, Including Area Code)

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):

- ☐ 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 1.02 Termination of a Material Definitive Agreement

In August 2005, GuruNet Corporation, a Delaware corporation (“GuruNet”, or the “Company”), notified Maxim Group LLC (“Maxim”) that as of September 10, 2005, the financial advisory services arrangement between the two parties would be terminated. Maxim had rendered such services to GuruNet over the past 8 months pursuant to that certain letter agreement dated January 20, 2005 (the “Agreement”). Under the Agreement, Maxim provided GuruNet with advice relating to financial and investment banking matters.

The Company’s decision to terminate the Agreement was based on the fact that it no longer required Maxim’s services.

Under the terms of GuruNet’s *underwriting agreement* in connection with its October 2004 IPO, Maxim, one of the underwriters involved in the IPO, may designate one candidate to the Company’s nominating committee for nomination for election to Gurunet’s board of directors at each annual or special meeting of our stockholders at which directors are to be elected, during the three-year period following the IPO. Mark B. Segall, Maxim Group LLC’s initial director nominee, was appointed by the Company’s board of directors to fill a vacancy created by an increase in the size of the board, to serve until the next annual meeting of stockholders or until his successor is duly elected and qualified. Gurunet has agreed to use its best efforts to obtain the election of Maxim’s nominee to the board of directors at each annual or special meeting at which directors are to be elected.

SIGNATURES

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

GURUNET CORPORATION

Dated: September 12, 2005

By: /s/ Steven Steinberg
Steven Steinberg
Chief Financial Officer