

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

ALLDIGITAL HOLDINGS, Inc

Form: 8-K

Date Filed: 2013-02-12

Corporate Issuer CIK: 1389217

Symbol: ADGL

SIC Code: 5531

Fiscal Year End: 12/31

**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): **February 6, 2013**

AllDigital Holdings, Inc.

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

333-141676

Commission
File Number

20-5354797

IRS Employer
Identification Number

**220 Technology Drive, Suite 100,
Irvine, California**

(Address of Principal Executive Offices)

92618

(Zip Code)

(949) 250-7340

Registrant's Telephone Number, Including Area Code:

(Former name, former address, and formal fiscal year, 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:

- 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 8.01 Other Events.

As previously announced, on January 6, 2013, AllDigital Holdings, Inc., a Nevada corporation (“AllDigital”) entered into an Agreement and Plan of Merger and Reorganization (the “Merger Agreement”) with Broadcast International, Inc., a Utah corporation (“Broadcast International”) and Alta Acquisition Corporation, a Nevada corporation and wholly-owned subsidiary of Broadcast International (“Merger Sub”). The Merger Agreement contemplates that, assuming the satisfaction of certain conditions precedent to closing, Merger Sub will be merged with and into AllDigital, and AllDigital will survive as a wholly-owned subsidiary of Broadcast International

On February 6, 2013, after having conducted further due diligence, AllDigital provided written notice of its belief that certain material representations and warranties in the Merger Agreement were inaccurate when made. In the notice, AllDigital also identified its requirements for curing these alleged inaccuracies and notified Broadcast that if such alleged inaccuracies are not cured or otherwise resolve within thirty (30) days of such notice, or if it earlier becomes apparent that such alleged inaccuracies cannot be cured, AllDigital may terminate the Merger Agreement in accordance with its terms.

Broadcast has indicated that it intends to provide a response to notice, and AllDigital is looking forward to any clarifications in the response and the possibility of resolving the issues identified in the notice and any other issues that may arise. However, if all issues are not resolved, it is possible that the Merger Agreement will be terminated prior to closing, either as a result of an alleged breach or as a result of the inability of one or both parties to satisfy conditions precedent to closing.

Forward Looking Statements

Statements in this Current Report on Form 8-K (the “Form 8-K”) regarding the anticipated response from Broadcast and the possibility of issues being resolved, or not being resolved, may constitute “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995. Any statements that are not purely statements of historical fact should also be considered to constitute forward-looking statements. Actual results or events to differ materially from those indicated by such forward-looking statements, including the risk that Broadcast International and AllDigital may not be able to complete the proposed Merger and other risks and uncertainties more fully described in AllDigital’s Annual Report on Form 10-K for the year ended December 31, 2011 and its Quarterly Report on Form 10-Q for the quarter ended September 30, 2012, each as filed with the SEC, Investors and security holders are also urged to read the risk factors set forth in the joint proxy statement/prospectus carefully when they are available.

In addition, the statements made in this Form 8-K reflect information and beliefs as of the date of the filing of the Form 8-K. We anticipate that subsequent events and developments will cause our expectations and beliefs to change. Although we may elect to update these forward-looking statements publicly at some point in the future, we specifically disclaim any obligation to do so, whether as a result of new information, future events or otherwise. These forward-looking statements should not be relied upon as representing our views as of any date after the date of filing of this Form 8-K.

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 hereunto duly authorized.

Date: February 12, 2013

ALLDIGITAL HOLDINGS, INC.

a Nevada corporation

By: /s/ Paul Summers

Name: Paul Summers

Title: Chief Executive Officer

