

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## Magnolia Solar Corp

**Form: 8-K**

**Date Filed: 2013-07-01**

Corporate Issuer CIK: 1437491

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**  
**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): June 27, 2013

**Magnolia Solar Corporation**

(Exact Name of Registrant as Specified in Charter)

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Nevada  
(State or other jurisdiction  
of incorporation)

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333-151633  
(Commission File Number)

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39-2075693  
(IRS Employer  
Identification No.)

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54 Cummings Park  
Suite 316  
Woburn, MA  
(Address of principal executive offices)

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01801  
(Zip Code)

Registrant's telephone number, including area code: (781) 497-2900

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(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:

- 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 June 27, 2013, Magnolia Solar Corporation (the “Company”) and holders of Second Amended and Restated Original Issue Discount Senior Secured Convertible Promissory Notes in the aggregate principal amount of \$1,000,000 agreed to extend the maturity date of the notes from June 30, 2013 to December 31, 2013.

Copies of the agreements extending the notes are attached hereto as Exhibit 10.1 and 10.2 and are incorporated herein by reference.

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

The information described above under “Item 1.01 Entry into a Material Definitive Agreement” is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

10.1 Agreement to Extend Second Amended and Restated Original Issue Discount Senior Secured Convertible Promissory Note held by Paragon Capital LP

10.2 Agreement to Extend Second Amended and Restated Original Issue Discount Senior Secured Convertible Promissory Note held by Paragon Capital Offshore LP

## **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.

### **MAGNOLIA SOLAR CORPORATION**

Date: July 1, 2013

By: /s/ Dr. Yash R. Puri

Name: Dr. Yash R. Puri

Title: Executive Vice-President and Chief Financial Officer

Paragon Capital LP

June 21, 2013

VIA EMAIL and FACSIMILE

Magnolia Solar Corporation  
54 Cummings Park  
Suite 316  
Woburn, MA 01801  
Facsimile: (781) 735-0575  
Email: yपुरि@magnoliasolar.com

Dear Sir/Madam:

Reference is made to that certain Amended and Restated Original Issue Discount Senior Secured Convertible Promissory Note (the "Note") of Magnolia Solar Corporation (the "Company") in the principal amount of \$700,000.

Pursuant to the terms of the Note, the undersigned hereby notifies the Company that it elects to extend the maturity date of the Note to December 31, 2013.

Very truly yours,  
Paragon Capital LP

By: /s/ Alan Donenfeld  
Name: Alan Donenfeld  
Title: Managing Partner

Agreed and Accepted:

Magnolia Solar Corporation

By: /s/ Yash Puri  
Yash R. Puri, Executive Vice President

Paragon Capital Offshore LP

June 21, 2013

VIA EMAIL and FACSIMILE

Magnolia Solar Corporation  
54 Cummings Park  
Suite 316  
Woburn, MA 01801  
Facsimile: (781) 735-0575  
Email: ypuri@magnoliasolar.com

Dear Sir/Madam:

Reference is made to that certain Amended and Restated Original Issue Discount Senior Secured Convertible Promissory Note (the "Note") of Magnolia Solar Corporation (the "Company") in the principal amount of \$300,000.

Pursuant to the terms of the Note, the undersigned hereby notifies the Company that it elects to extend the maturity date of the Note to December 31, 2013.

Very truly yours,  
Paragon Capital LP

By: /s/ Alan Donenfeld

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Name: Alan Donenfeld

Title: Managing Partner

Agreed and Accepted:

Magnolia Solar Corporation.

By: /s/ Yash Puri

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Yash R. Puri, Executive Vice President