

# MEDICSIGHT INC

## FORM 8-K/A

(Amended Current report filing)

Filed 1/8/2007 For Period Ending 1/5/2007

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Industry	Software & Programming
Sector	Technology
Fiscal Year	12/31

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 8-K /A**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported)     **January 5, 2007**

**MGT Holdings, Inc**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-26886**  
(Commission  
File Number)

**13-4148725**  
(IRS Employer  
Identification No.)

**Kensington Centre, 66 Hammersmith Road, London, United Kingdom**  
(Address of principal executive offices)

**W14 8UD**  
(Zip Code)

Registrant's telephone number, including area code     **011-44-207-605-7950**

(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))
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**Item 8.01 Other Events.**

On January 5, 2007, the Company amended its Certificate of Incorporation to change the name of the Company to MGT Holdings, Inc. and to increase the number of shares the Company is authorized to issue from 40,000,000 shares to 75,000,000 shares. This amendment was approved by a majority of the stockholders of the Company at a Special Meeting of Stockholders on January 5, 2007. A Proxy Statement setting forth the details of the amendments was distributed to shareholders on December 22, 2006.

**Item 9.01 Financial Statements, Pro Forma Financial Information and Exhibits.**

(c) Exhibits.

- 3 Composite Certificate of Incorporation, as amended and currently in effect.

**About MGT Holdings**

MGT Holdings's subsidiary company Medicsight PLC develops enterprise-wide computer-aided detection (CAD) software that is used by the medical imaging market to aid in earlier detection of disease. Tested on one of the world's largest databases of CT scan data, Medicsight PLC's software solutions help clinicians identify, measure, and analyze suspicious pathology, such as colorectal polyps and lung lesions. Medicsight PLC's FDA-approved CAD products include ColonCAD, the first CAD technology available for CT colonography, and LungCAD. Both products include a concurrent-read feature that allows clinicians to review the original image simultaneously with the Medicsight CAD findings, which results in improved workflow and productivity. Medicsight PLC continues to develop CAD software for a variety of disease states that can help in the early detection of disease and ultimately improve patient outcomes. MGT Holdings has also established through its new majority-owned subsidiary Medicexchange PLC a global online community for medical imaging professionals. The portal will contain a variety of relevant clinical papers, training materials and content. This combined with a multi-vendor online sales channel for diagnostic, treatment and surgery planning solutions will give these professionals access to information and products that they otherwise would have difficulty accessing. Medicexchange PLC will offer medical imaging software vendors a single channel through which they can access a large community of medical imaging professionals globally in order to sell and market their product solutions. Headquartered in London, MGT Holdings employs more than 60 people and also has offices in the United States, Gibraltar, Japan, and China. Product and company information can be found on [www.medicsight.com](http://www.medicsight.com). Stock symbol: AMEX:MGT

*All forward-looking statements are made pursuant to the 'safe harbor' provisions of the Private Securities litigation Reform Act of 1995. Forward-looking statements are based on current management expectations that involve risks and uncertainties that may result in such expectations not being realized. Potential risks and uncertainties include, but are not limited to, the risks described in company filings with the Securities and Exchange Commission.*

**SIGNATURE**

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

**MGT HOLDINGS, INC.**

By: /s/ TIM PATERSON-BROWN  
Tim Paterson-Brown  
*Chief Executive Officer*

Date: January 5, 2007

**COMPOSITE CERTIFICATE OF INCORPORATION**  
**OF**  
**MGT HOLDINGS, INC.**

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Under Section 102 of the General Corporation Law of the State of Delaware

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- FIRST:** The name of the corporation is MGT HOLDINGS, INC.
- SECOND:** The address of the Corporation's registered office in the State of Delaware is 1209 Orange Street in the City of Wilmington, County of New Castle. The name of its registered agent at such address is The Corporation Trust Company.
- THIRD:** The purpose for which the Corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.
- FOURTH:** The Corporation shall have authority to issue a total of Seventy Five Million (75,000,000) shares of Common Stock, par value \$.001 per share.
- FIFTH:** The name and mailing address of the sole incorporator are: Dawn Sprauve, Salans Hertzfeld Heilbronn Christy & Viener, 620 Fifth Avenue, New York, New York 10020.
- SIXTH:** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors of the Corporation is authorized to adopt, amend or repeal the By-Laws of the Corporation.
- SEVENTH:** Election of directors of the Corporation need not be by ballot unless the By-Laws so require.
- EIGHTH:** Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of section 291 of Title 8 of the Delaware Code or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of section 279 of Title 8 of the Delaware Code, order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.
- NINTH:** To the fullest extent that the General Corporation Law of the State of Delaware as it exists on the date hereof or as it may hereafter be amended permits the limitation or elimination of the liability of directors, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. No amendment to this Certificate of Incorporation, directly or indirectly by merger, consolidation or otherwise, having the effect of amending or repealing any of the provisions of this ARTICLE NINTH shall apply to, or have any effect on the liability or alleged liability of, any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal, unless such amendment shall have the effect of further limiting or eliminating such liability.
- TENTH:** The Corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by statute, and all rights of stockholders herein are subject to this reservation.
- ELEVENTH:** The Corporation shall not be subject to the provisions of Section 203 of Title 8 of the Delaware Code regarding business combinations with interested stockholders.
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