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PACIFICHEALTH LABORATORIES INC  
Form 8-K  
January 09, 2006

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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): DECEMBER 14, 2005

PACIFICHEALTH LABORATORIES, INC.  
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE (State or Other Jurisdiction of Incorporation)	000-23495 (Commission File Number)	22-3367588 (IRS Employer Identification Number)
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100 MATAWAN ROAD, SUITE 420, MATAWAN, NJ (Address of Principal Executive Offices)	07747-3913 (Zip Code)
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Registrant's telephone number, including area code: (732) 739-2900

N/A  
(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))

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ITEM 5.02 DEPARTURE OF DIRECTORS OR PRINCIPAL OFFICERS; ELECTION OF DIRECTORS;  
APPOINTMENT OF PRINCIPAL OFFICERS

Mr. Gary Paxton has resigned as a director of PacificHealth Laboratories, Inc. Mr. Paxton was elected to the Board of Directors pursuant to Pacifichealth's Amended and Restated Investor Rights Agreement with Hormel Health Labs, LLC ("Hormel") as the holder of all of Pacifichealth's outstanding Series A Preferred Stock. That agreement provides the holders of the Series A Preferred Stock with the right to designate an individual to be nominated to the Company Board of Directors, provided that such designee would be considered an independent director. Mr. Paxton resigned from Pacifichealth's Board of Directors in connection with his retirement from employment with Hormel and its affiliates.

On December 14, 2005, the Board of Directors accepted Mr. Paxton's resignation and elected Gary Jamison to fill the vacancy. Mr. Jamison was nominated by Hormel pursuant to the Amended and Restated Investor Rights Agreement. Mr. Jamison is currently controller for the Specialty Foods Group of Hormel Foods Corporation ("HFC"), a publicly traded company. Mr. Jamison started with HFC in June of 1988 and has held various jobs within HFC in cost accounting, audit, marketing and management in addition to his current position. Mr. Jamison graduated from Concordia College in Moorhead, Minnesota with a B.A. in Accounting.

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SIGNATURE  
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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.

PACIFICHEALTH LABORATORIES, INC.

Dated: January 6, 2006

By: /s/ Stephen P. Kuchen  
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Stephen P. Kuchen  
Chief Financial Officer

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