

BioAuthorize Holdings, Inc.  
Form 8-K  
March 30, 2009

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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):  
March 27, 2009

BioAuthorize Holdings, Inc.  
(Exact name of registrant as specified in its charter)

|  |                                    |  |
|--|------------------------------------|--|
| Nevada<br>(State or other Jurisdiction<br>of<br>Incorporation) | 000-33073<br>(Commission File No.) | 20-2775009<br>(IRS Employer<br>Identification No.) |
|--|------------------------------------|--|

15849 N. 71st Street, Suite 216  
Scottsdale, Arizona 85254-2179  
(Address of Registrant's Principal Executive Offices) (Zip Code)

(928) 300-5965  
(Registrant's telephone number, including area code)

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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 (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))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

Effective March 24, 2009, BioAuthorize, Inc., a wholly owned subsidiary of BioAuthorize Holdings, Inc., a Nevada corporation, activated an agreement with Apple, Inc. and Apple Subsidiaries ("Apple") with regard to the marketing, sales and end-user downloads of its application, yadaSay™ free-form English and Spanish languages translator, for the iPhone and the iTouch offered on the Apple App Store under the Utilities category (the "Agreement"). The contract expires February 13, 2010. The yadaSay™ application is offered at \$0.99 per download and was launched on March 24, 2009. Apple receives a thirty percent (30%) commission on each download and collects and pays all sales tax on each sale of a download. BioAuthorize receives seventy percent (70%) of the sale of each download.

The summary of the Agreement set forth above does not purport to be a complete statement of the terms of the Agreement. This summary is qualified in its entirety by reference to the full text of the Agreement.

Item 7.01. REGULATION FD DISCLOSURE

On March 26, 2009, the Company issued a press release which is attached hereto as Exhibit 99.1 regarding the launch of its application, yadaSay™ free-form English and Spanish languages translator, for the Apple iPhone and the iTouch.

The information in this Report on Form 8-K is furnished pursuant to Item 7.01 and shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. This Report will not be deemed an admission as to the materiality of any information in the Report that is required to be disclosed solely by Regulation FD.

The Company does not have, and expressly disclaims, any obligation to release publicly any updates or any changes in the Company's expectations or any change in events, conditions, or circumstances on which any forward-looking statement is based.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits

99.1 Press Release dated March 26, 2009.

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.

BIOAUTHORIZE HOLDINGS, INC.

Dated: March 27, 2009

By: /s/ Yada Schneider  
Yada Schneider,  
President and CEO

EXHIBIT INDEX

| Exhibit No. | Description                         |
|-------------|-------------------------------------|
| 99.1*       | Press Release dated March 26, 2009. |

\*Filed herewith