

ACACIA RESEARCH CORP
Form 8-K/A
January 19, 2012

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 12, 2012

ACACIA RESEARCH CORPORATION
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation)

000-26068
(Commission File Number)

95-4405754
(I.R.S. Employer
Identification No.)

500 Newport Center Drive
Newport Beach, California
(Address of principal executive offices)

92660
(Zip Code)

Registrant's telephone number, including area code: (949) 480-8300

Not Applicable
(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))

EXPLANATORY NOTE

As previously reported in the Current Report on Form 8-K filed by Acacia Research Corporation (the “Company”) on January 13, 2012 (the “8-K”), on January 12, 2012, pursuant to the terms and conditions of the Agreement and Plan of Merger dated as of November 22, 2011 (the “Merger Agreement”) among Acacia Research Group LLC, a Texas limited liability company and wholly-owned subsidiary of the Company (“Acacia”), Apollo Patent Corp., a Delaware corporation and a newly-formed, wholly-owned subsidiary of Acacia (“Merger Sub”), Adaptix, Inc., a Delaware corporation (“Adaptix”), and Baker Communications Fund II (QP), L.P., solely in its capacity as representative of the shareholders of Adaptix, Inc., Acacia completed its acquisition of Adaptix, which holds no material assets other than its portfolio of patents and \$10 million in cash, through the merger of Merger Sub with and into Adaptix, with Adaptix as the surviving corporation (the “Merger”). Upon completion of the Merger, the separate corporate existence of Merger Sub ceased and Adaptix became a wholly-owned subsidiary of Acacia.

This Current Report on Form 8-K/A is being filed to attach the Merger Agreement as an exhibit to the 8-K. Portions of the Merger Agreement may be omitted in accordance with a request for confidential treatment, which the Company has filed with the Securities and Exchange Commission concurrently with this Current Report on Form 8-K/A

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The following exhibits are attached to this Current Report on Form 8-K/A:

Exhibit No.	Description
2.1	Agreement and Plan of Merger, dated November 22, 2011, by and among Acacia Research Group LLC, Apollo Patent Corp., Adaptix, Inc., and Baker Communications Fund II (QP), L.P., solely in its capacity as representative for the shareholders of Adaptix, Inc.

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.

ACACIA RESEARCH CORPORATION

Date: January 18, 2012

By: /s/ Paul R. Ryan
Paul R. Ryan
Chairman and Chief Executive
Officer

EXHIBIT INDEX

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