

MDwerks, Inc.  
Form 8-K  
June 25, 2008

**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): April 10, 2008

MDWERKS, INC.

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(Exact name of registrant as specified in its charter)

Delaware

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(State or Other Jurisdiction of Incorporation)

333-118155  
(Commission File Number)

33-1095411  
(IRS Employer Identification Number)

Windolph Center, Suite I  
1020 N.W. 6<sup>th</sup> Street  
Deerfield Beach, FL 33442

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(Address of Principal Executive Offices)

(954) 389-8300

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(Registrant's Telephone Number, Including Area Code)

(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 240.14-12)
- 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 13-e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

(e) On April 10, 2008, MDwerks, Inc. granted Non-qualified Stock Options (NQO) and Incentive Stock Options (ISO) pursuant to the MDwerks, Inc. 2005 Incentive Compensation Plan to certain officers as described below:

| <u>Name of</u><br><u>Optionee</u> | <u>Title</u>                  | Number of<br>Shares<br><u>Underlying</u><br><u>Option</u> |
|-----------------------------------|-------------------------------|---|
| Howard<br>Katz                    | Chief<br>Executive<br>Officer | 1,370,000<br>NQO Shares<br><br>130,000 ISO<br>Shares      |
| Vincent<br>Colangelo              | Chief<br>Financial<br>Officer | 100,000<br>ISO Shares                                     |
| Stephen<br>Weiss                  | Chief<br>Operating<br>Officer | 100,000<br>ISO Shares                                     |

The Options, which vested immediately, were recommended by the Compensation Committee and approved by the Board of Directors at the common stock exercise price of \$0.75 per share and will expire on April 9, 2018. The closing price of the MDwerks, Inc. common stock on the date prior to the grant was \$0.60 per share.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits

The following exhibits are filed as part of this report:

| <b>Exhibit Index</b> |   |
|----------------------|---|
| <u>Exhibit No.</u>   | <u>Description</u>  |
| 4.1                  | MDwerks, Inc. 2005 Incentive Compensation Plan <sup>1</sup>             |
| 4.2                  | Form of MDwerks, Inc. Non-Qualified Stock Option Agreement <sup>2</sup> |
| 4.3                  | Form of MDwerks, Inc. Incentive Stock Option Agreement <sup>3</sup>     |

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<sup>1</sup>Incorporated by reference to Exhibit 4.1 included with our Current Report on Form 8-K, filed with the SEC on November 18, 2005.

2 Filed herewith

3 Filed herewith

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned hereunto duly authorized.

MDWERKS, INC.

Date: June 25, 2008

By: /s/ Howard B. Katz

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Howard B. Katz  
Chief Executive Officer