

DAIS ANALYTIC CORP  
Form 8-K  
September 23, 2009

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): September 23, 2009 (September 17, 2009)

DAIS ANALYTIC CORPORATION  
(Exact name of Registrant as specified in its charter)

New York  
(State or other jurisdiction of  
incorporation or  
organization)

333-152940  
(Commission File Number)

14-760865  
(I.R.S. Employer  
Identification No.)

11552 Prosperous Drive  
Odessa, Florida 33556  
(Address of principal executive offices) (Zip code)

(727) 375-8484  
(Registrant's telephone number, including area code)

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 3.02 Unregistered Sales of Equity Securities

On September 17, 2009, the Company entered into subscription agreements with two investors pursuant to which the investors purchased 800,000 and 100,000 shares of Company's Common Stock, respectively. As part of the purchase, these investors also received a five year warrant to purchase 80,000 and 10,000 shares of Common Stock, at an exercise price of \$.75 per share. The aggregate gross proceeds received by the Company for each sale was \$200,000 and \$25,000 respectively. The warrants are immediately exercisable and subject to adjustment for standard anti-dilutions events, including but not limited to stock dividends, split-up, reclassification or combination of Company's shares, exchange of stock for other Company stock, or certain capital reorganizations or reclassification of the capital stock or consolidation, merger or sale of substantially all Company's assets. In addition, subject to certain conditions, upon the per share market price of the Common Stock (as defined in warrant) being \$1.50 per share for ten consecutive trading days the Company may require the holder of the warrant to exercise the warrant or it will automatically terminate. The issuance of these securities was exempt from registration under Section 4(2) and Regulation D of the Securities Act.

The proceeds are expected to be used for general working capital purposes.

On September 2, 2009, September 3, 2009 and September 4, 2009, three investors elected to convert their 9% secured convertible notes and the related accrued interest in the amounts of \$57,274 and \$57,767 and \$115,584 into 286,370, 288,836 and 577,918 shares of Company's Common Stock, respectively. The Common Stock was issued pursuant to exemption from registration under Section 4(2) of the Securities Act.

On August 13, 2009, an investor elected to convert its 9% secured convertible notes and the related accrued interest in the amount of \$85,541 into 427,706 shares of Common Stock. Said investor also received an additional five-year warrant to purchase up to 124,875 shares of Common Stock, at an exercise price of \$.25 per share in consideration for converting their 9% secured convertible note. The warrant is immediately exercisable and subject to adjustment for standard anti-dilution events. The Common Stock was issued pursuant to exemption from registration under Section 4(2) of the Securities Act.

On August 3, 2009, we issued 32,000 shares of the Company's Common Stock to an entity in connection with performance of services. The Common Stock was issued pursuant to exemption from registration under Section 4(2) of the Securities Act.

On July 3, 2009, we issued 103,846 shares of the Company's Common Stock to an entity in connection with performance of services. The Common Stock was issued pursuant to exemption from registration under Section 4(2) of the Securities Act.

SIGNAUTRE

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.

DAIS ANALYTIC CORPORATION

September 23, 2009

By: /s/ Timothy N. Tangredi  
Timothy N. Tangredi  
Chief Executive Officer, President  
and Chairman

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