

SMART ONLINE INC  
Form 8-K  
July 19, 2005

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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):

July 19, 2005

Smart Online, Inc.

(Exact name of registrant as specified in its charter)

Delaware

333-119385

95-4439334

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

2530 Meridian Parkway, 2nd Floor, Durham,  
North Carolina

27713

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

919-765-5000

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))



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**Item 3.02 Unregistered Sales of Equity Securities.**

In a transaction that closed on July 19, 2005, Smart Online, Inc. (the "Registrant") sold 127,272 shares of its Common Stock for an aggregate gross purchase price of \$699,996.00 to Atlas Capital, SA and HSBC Private Bank (Suisse) SA, which are located outside the United States. \$69,999.60 of commissions were paid by the Registrant in this transaction. The transaction was conducted pursuant to the exemption afforded pursuant to Regulation S for offers and sales that occur outside the United States. Proceeds of this transaction will be used for working capital purposes. The Registrant has an obligation to register the shares sold for resale by the purchasers by filing or registration statement on or before September 30, 2005.

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**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.

Smart Online, Inc.

*July 19, 2005*

*By: /s/ Michael Nouri*

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*Name: Michael Nouri*  
*Title: CEO*