

VITACUBE SYSTEMS HOLDINGS INC  
Form 8-K  
May 23, 2005

**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): **May 20, 2005**

**VITACUBE SYSTEMS HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State of  
incorporation)

**000-50875**  
(Commission File  
No.)

**84-1575085**  
(IRS Employer  
Identification No.)

**480 South Holly Street**  
**Denver, CO 80246**  
(Address of principal executive offices, including zip code)

**(303) 316-8577**  
(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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17CFR 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 8.01            Other Events**

On May 20, 2005 the Registrant issued a press release announcing that it had entered into a strategic alliance agreement with UTEK Corporation, a copy of which has been filed herewith.

**Item 9.01            Financial Statements and Exhibits**

(c) Exhibits

- |      |  |           |
|------|--|-----------|
| 10.1 | Strategic Alliance Agreement with UTEK Corporation |           |
| 10.2 | Strategic Alliance Agreement with UTEK Corporation | Exhibit A |
| 99.1 | Press Release                                      |           |

**SIGNATURE**

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.

Dated: May 23, 2005

**VITACUBE SYSTEMS HOLDINGS, INC.**

By:                   /s/ Earnest Mathis, Jr.  
Earnest Mathis, Jr.  
Chief Executive Officer