

## **Form 8-K for IN TOUCH MEDIA GROUP, INC.**

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**9-May-2006**

### **Unregistered Sale of Equity Securities, Financial Statements and Exhib**

#### **Item 3.01. Unregistered Sales of Equity Securities.**

On May 5, 2006 we closed a \$550,000 funding as evidenced by the attached documents. We entered into a Confidential Binding Term Sheet authorizing the (i) repricing of Series A-1 Warrants for 5,000,000 common shares originally issued to VICIS Capital Master Fund to \$.001 and extending the term thereof for six (6) years; (ii) issuance of a new Series A-2 Warrant for 5,000,000 common shares to VICIS Capital Master Fund with an exercise price of \$.30 with a six (6) year term; (iii) repricing of a Series M-1 Warrant for 500,000 common shares originally issued to Midtown Partners Co., LLC with an exercise price of \$.001 with a six (6) year term; and (iv) issuance of a new Series M-2 Warrant for 500,000 common shares to Midtown Partners co., LLC with an exercise price of \$.30 with a six (6) year term, subject to adjustments as provided in the form of such Warrants and in accordance with the terms and conditions of such documents, all attached as exhibits hereto.