

IDENTIVE GROUP, INC.
Form 8-K/A
August 06, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K/A

(Amendment No. 2)

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): January 4, 2010

Identive Group, Inc.

(Exact name of registrant as specified in its charter)

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(State or other jurisdiction
of incorporation)

(Commission
File Number)

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

1900-B Carnegie Avenue,

Santa Ana, California
(Address of principal executive offices)

Registrant's telephone number, including area code: (949) 250-8888

92705
(Zip Code)

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))

Explanatory Note

On January 4, 2010, Identive Group, Inc. (formerly known as SCM Microsystems, Inc.) filed a Form 8-K in connection with its acquisition of Bluehill ID AG, as amended by Amendment No. 1 filed on March 16, 2010 (the Original Filings). This Amendment No. 2 to Form 8-K is being filed to amend and restate Item 9.01(a). Except as set forth in this Amendment No. 2, the information contained in the Original Filings has not been updated or amended.

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements of Business Acquired.

Audited Consolidated Financial Statements and notes of Bluehill ID AG with a reconciliation to U.S. GAAP for the years ended December 31, 2009 and 2008 attached hereto as Exhibit 99.2.

Audited Financial Statements and notes of Multicard AG with a reconciliation to U.S. GAAP for the six-month period ended June 30, 2008, attached hereto as Exhibit 99.3.

Audited Financial Statements and notes of Multicard GmbH with a reconciliation to U.S. GAAP for the six-month period ended June 30, 2008, attached hereto as Exhibit 99.4.

Audited Financial Statements and notes of Tagstar Systems GmbH with a reconciliation to U.S. GAAP for the six-month period ended June 30, 2008, attached hereto as Exhibit 99.5.

(b) Unaudited Pro Forma Condensed Combined Financial Information.

Unaudited Pro Forma Condensed Combined Financial Statements of SCM Microsystems, Inc. as of and for the year ended December 31, 2009, attached hereto as Exhibit 99.6.

(d) Exhibits.

Exhibit

| Number | Description |
|---------------|--|
| 10.1* | Employment Agreement, dated December 1, 2009, by and between Bluehill ID Services AG and Ayman S. Ashour. |
| 23.1 | Consent of Independent Auditors. |
| 99.1* | Press Release dated January 4, 2010 announcing closing of transaction. |
| 99.2 | Audited Consolidated Financial Statements and notes of Bluehill ID AG with a reconciliation to U.S. GAAP for the years ended December 31, 2009 and 2008. |
| 99.3 | Audited Financial Statements and notes of Multicard AG with a reconciliation to U.S. GAAP for the six-month period ended June 30, 2008. |
| 99.4 | Audited Financial Statements and notes of Multicard GmbH with a reconciliation to U.S. GAAP for the six-month period ended June 30, 2008. |
| 99.5 | Audited Financial Statements and notes of Tagstar Systems GmbH with a reconciliation to U.S. GAAP for the six-month period ended June 30, 2008. |
| 99.6* | Unaudited Pro Forma Condensed Combined Financial Statements of SCM Microsystems, Inc. as of and for the year ended December 31, 2009. |

* Previously filed

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.

Identive Group, Inc.

August 6, 2010

By: /s/ MELVIN DENTON-THOMPSON
Name: Melvin Denton-Thompson
Chief Financial Officer and Secretary

(Principal Financial and Accounting Officer)

Exhibit Index

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