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Alyst Acquisition Corp.
Form 10-Q
February 13, 2009
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2008

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 001-33563

ALYST ACQUISITION CORP.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of
Incorporation or Organization)

20-5385199
(I.R.S. Employer
Identification No.)

233 East 69th Street #6J, New York, New York 10021
(Address of Principal Executive Offices) (Zip Code)

(646) 290-6104
(Registrant's Telephone Number, Including Area Code)

N/A

Former Name, Former Address and Former Fiscal year, if Changed Since Last Report

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one).

Accelerated filer

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Large accelerated filer

Non-accelerated filer

Smaller reporting
company

(Do not check if smaller reporting company)

Indicate by check mark whether the registrant is a shell Company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

As of February 10, 2009, 9,794,400 shares of the registrants' common stock par value \$0.0001 per share were outstanding.

ALYST ACQUISITION CORP. AND SUBSIDIARIES
(a development stage company)

FORM 10-Q

FOR THE QUARTER ENDED DECEMBER 31, 2008

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FORWARD-LOOKING STATEMENTS

This report, and the information incorporated by reference in it, include “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the “Exchange Act”). Our forward-looking statements include, but are not limited to, statements regarding our or our management’s expectations, hopes, beliefs, intentions or strategies regarding the future. In addition, any statements that refer to projections, forecasts or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words “anticipates,” “believe,” “continue,” “could,” “estimate,” “expect,” “intends,” “may,” “might,” “plan,” “possible,” “potential,” “predicts,” “project,” “should,” expressions may identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements in this report may include, for example, statements about our:

- Ability to complete our initial business combination;
- Success in retaining or recruiting, or changes required in, our officers, key employees or directors following our initial business combination;
- Officers and directors allocating their time to other businesses and potentially having conflicts of interest with our business or in approving our initial business combination, as a result of which they would then receive expense reimbursements;
 - Potential ability to obtain additional financing to complete our initial business combination;
 - Limited pool of prospective target businesses;
 - The ability of our officers and directors to generate a number of potential investment opportunities;
 - Potential change in control if we acquire one or more target businesses for stock;
 - Our public securities’ potential liquidity and trading;
- The delisting of our securities from the New York Stock Exchange Alternext or the ability to have our securities listed on the New York Stock Exchange Alternext following our initial business combination;
- Use of proceeds not held in the trust account or available to us from interest and dividend income on the trust account balance; or
 - Financial performance.

The forward-looking statements contained or incorporated by reference in this report are based on our current expectations and beliefs concerning future developments and their potential effects on us and speak only as of the date of such statement. There can be no assurance that future developments affecting us will be those that we have anticipated. These forward-looking statements involve a number of risks, uncertainties (some of which are beyond our control) or other assumptions that may cause actual results or performance to be materially different from those expressed or implied by these forward-looking statements. These risks and uncertainties include, but are not limited to, those factors described under the heading “Risk Factors”(refer to Part II, Item IA). Should one or more of these risks or uncertainties materialize, or should any of our assumptions prove incorrect, actual results may vary in material respects from those projected in these forward-looking statements. We undertake no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

References in this report to “we,” “us” or “our company” refers to Alyst Acquisition Corp. and Subsidiaries. References to “public stockholders” refer to purchasers of our securities by persons other than our founders in, or subsequent to, our initial public offering.

ALYST ACQUISITION CORP. AND SUBSIDIARIES
(a development stage company)

CONDENSED CONSOLIDATED BALANCE SHEETS

	December 31, 2008	June 30, 2008
	Unaudited	
ASSETS		
Current assets		
Cash and cash equivalents	\$ 844,624	\$ 419,058
Cash held in trust account, interest and dividends available for working capital and taxes (including prepaid income taxes of \$193,741 and \$256,481 as of December 31, 2008 and June 30, 2008, respectively)	239,034	749,337
Prepaid expenses	—	43,476
Total current assets	1,083,658	1,211,871
Trust account, restricted		
Cash held in trust account, restricted	63,183,711	63,154,286
Other assets		
Deferred acquisition costs	730,336	472,752
Total assets	\$ 64,997,705	\$ 64,838,909
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued expenses	\$ 519,871	\$ 459,025
Common stock subject to possible conversion, 2,413,319 shares at conversion value	18,955,104	18,946,276
Commitments and contingencies		
Stockholders' equity		
Preferred stock, \$.0001 par value, authorized 1,000,000 shares; none issued or outstanding	—	—
Common stock, \$.0001 par value, authorized 30,000,000 shares; issued and outstanding 9,794,400 shares (less 2,413,319 shares subject to possible conversion)	738	738
Additional paid-in capital	44,271,422	44,280,250
Income accumulated during the development stage	1,250,570	1,152,620
Total stockholders' equity	45,522,730	45,433,608
Total liabilities and stockholders' equity	\$ 64,997,705	\$ 64,838,909

The accompanying notes are an integral part of these condensed consolidated financial statements.

ALYST ACQUISITION CORP. AND SUBSIDIARIES
(a development stage company)

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	For the three months ended December 31, 2008	For the three months ended December 31, 2007	For the six months ended December 31, 2008	For the six months ended December 31, 2007	For the period from August 16, 2006 (inception) through December 31, 2008
Revenue	\$	—\$	—\$	—\$	—\$
Formation and operating costs	103,891	41,599	239,444	82,413	563,295
Loss from operations	(103,891)	(41,599)	(239,444)	(82,413)	(563,295)
Interest and dividend income	133,697	744,043	481,217	1,505,931	2,909,686
Income before provision for income taxes	29,806	702,444	241,773	1,423,518	2,346,391
Provision for income taxes	47,802	530,000	143,823	790,875	1,095,821
Net income (loss)	\$ (17,996)	\$ 172,444	\$ 97,950	\$ 632,643	\$ 1,250,570
Accretion of trust income relating to common stock subject to possible conversion	(8,828)	—	(8,828)	—	(8,828)
Net income (loss) attributable to common stockholders	\$ (26,824)	\$ 172,444	\$ 89,122	\$ 632,643	\$ 1,241,742
Weighted average number of common shares outstanding excluding shares subject to possible conversion-basic and diluted	7,381,081	7,318,884	7,381,081	7,259,452	
Basic and diluted net income per share	\$ (.00)	\$ 0.02	\$.01	\$ 0.09	

The accompanying notes are an integral part of these condensed consolidated financial statements.

ALYST ACQUISITION CORP. AND SUBSIDIARIES
(a development stage company)
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
For the period from August 16, 2006 (inception) through December 31, 2008
(Unaudited)

	Common Stock Shares	Common Stock Amount	Additional paid- in capital	Income (deficit) accumulated during the development Stage	Total stockholders' equity
Balance at August 16, 2006 (inception)	—	\$—	\$—	\$—	\$—
Common shares issued at inception at \$0.014 per share	1,750,000	175			