

INTERNATIONAL ASSETS HOLDING CORP

Form 8-K

July 15, 2010

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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 9, 2010

**INTERNATIONAL ASSETS HOLDING CORPORATION**

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction)

000-23554  
(Commission)

59-2921318  
(IRS Employer Id. No.)

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of Incorporation)

File Number)

708 Third Avenue, Suite 1500,

New York, NY

(Address of Principal Executive Offices)

10017

(Zip Code)

Registrant's telephone number, including area code: (212) 485-3500

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 (see General Instruction A.2. below):

- .. 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 1.01. Entry into a Material Definitive Agreement**

On July 9, 2010, International Assets Holding Corporation ( International Assets ) and Hanley Group Holdings, LLC ( HGH ) entered into an Option Agreement (the Option Agreement ), pursuant to which International Assets granted HGH an option (the Option ) to acquire shares of the common stock of International Assets.

The Option Agreement was executed and delivered pursuant to the terms of the Purchase Agreement dated as of July 2, 2010 (the Purchase Agreement ), between FCStone Group, Inc. ( FCStone ), a wholly owned subsidiary of International Assets, HGH, and certain affiliates of HGH. The transactions contemplated by the Purchase Agreement were closed on July 9, 2010.

The terms of the Purchase Agreement are described in the Form 8-K filed by International Assets on July 7, 2010.

Under the Option Agreement, HGH has the right to elect, in its discretion, to receive up to thirty percent (30%) of the final earnout payment to be made under the Purchase Agreement in 2013 in the form of restricted shares of the common stock of International Assets. The Option may be exercised by HGH at any time during the twenty day period commencing on June 30, 2013. The option price will be equal to the greater of: (i) \$16.00 per share, or (ii) seventy five percent (75%) of the fair market value of the common stock of International Assets as of June 30, 2013. The maximum number of restricted shares issuable upon the exercise of the Option is 187,500 shares. The restricted shares will be subject to restrictions on transfer which will lapse at the rate of one-third per year over the three year period commencing on June 30, 2013.

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

On July 9, 2010, International Assets granted HGH the Option described in Item 1.01 of this Form 8-K. International Assets granted the Option in consideration of the transactions contemplated by the Purchase Agreement.

The Option was issued by International Assets in reliance upon the exemption from registration contained in Section 4(2) of the Securities Act of 1933, as amended.

**Item 9.01. Financial Statements and Exhibits.**

*(d) Exhibits.*

The following exhibits are filed herewith:

<b>Exhibit No.</b>	<b>Description of Document</b>
10.2	Option Agreement by and among International Assets Holding Corporation and Hanley Group Holdings, LLC (incorporated by reference from the Form 8-K filed on July 7, 2010)

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**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 hereunto duly authorized.

INTERNATIONAL ASSETS HOLDING

CORPORATION

Date: July 15, 2010

By: /s/ Brian Sephton  
Brian Sephton, Chief Legal and Governance Officer

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