

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): August 20, 2009

CopyTele, Inc.

(Exact name of registrant as specified in the charter)

Delaware
(State or other jurisdiction
of incorporation)

0-11254
(Commission
File Number)

11-2622630
(IRS Employer
I.D. No.)

900 Walt Whitman Road
Melville, NY 11747
(Address of Principal Executive Offices and Zip Code)

(631) 549-5900
(Registrant's telephone number including area 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 (*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))
-

Section 1 – Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On August 20, 2009, CopyTele, Inc. (the “Company”) entered into an Engagement Agreement (the “Engagement Agreement”) with ZQX Advisors, LLC (“ZQX”) pursuant to which ZQX has agreed to act as an independent contractor and assist the Company in seeking business opportunities and licenses for the Company’s electrophoretic display technology (E-Paper®) and its related intellectual property, particularly its patent portfolio. The Engagement Agreement has an initial term of three years (subject to early termination rights in certain circumstances as described in the Engagement Agreement), and renews thereafter from year to year unless either party gives written notice of its intent to terminate at least 90 days prior to the end of the then current term.

In addition, pursuant to the Engagement Agreement, the Company agreed to issue 800,000 shares of its common stock to ZQX on August 20, 2009, together with warrants to purchase a total of 500,000 shares of its common stock, of which (a) warrants to purchase 250,000 of the shares of its common stock are exercisable at a price of \$0.37 per share (the closing price of the Company’s common stock on the trading day immediately prior to the date of the Engagement Agreement), and (b) warrants to purchase the remaining 250,000 of the shares are exercisable at a price of \$0.555 per share (150% of the closing price of the Company’s common stock on the trading day immediately prior to the date of the Engagement Agreement). The warrants are exercisable at any time after August 19, 2010 and expire on August 19, 2019, and shall be adjusted to give effect to consolidations, mergers, asset sales, reorganizations, reclassifications, or changes affecting the Company’s common stock. In connection with the issuance by the Company of the shares of its common stock and warrants described above, ZQX issued a 19.5% membership interest in ZQX to the Company.

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of CopyTele, Inc. dated August 24, 2009

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.

COPYTELE, INC.

By: /s/ Denis A. Krusos
Name: Denis A. Krusos
Title: Chairman of the Board and Chief Executive Officer
Date: August 24, 2009

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release of CopyTele, Inc. dated August 24, 2009

CopyTele Announces Agreement with ZQX Advisors, LLC to Seek Business Opportunities and Licenses for Its E-Paper® Technology

MELVILLE, N.Y.-(BUSINESS WIRE)--August 24, 2009--CopyTele, Inc. (OTCBB:COPY) announced today that it has entered into an Engagement Agreement with ZQX Advisors, LLC, a Minnesota limited liability company engaged in the business of assisting CopyTele to seek business opportunities and licenses for its electrophoretic display technology (E-paper®) and its related intellectual property, particularly its patent portfolio. ZQX Advisors will receive an agreed to percentage of any proceeds CopyTele receives on its electrophoretic display technology, as compensation for its services. CopyTele also acquired a 19.5% interest in ZQX Advisors in exchange for 800,000 shares of CopyTele's common stock and warrants to purchase an additional 500,000 shares.

CopyTele's principal operations include the development, production and marketing of its thin flat low voltage phosphor displays and the development, production and marketing of multi-functional encryption products, hardware and software based, that provide information security for domestic and international users over virtually every communication media. For additional information, visit CopyTele's website at www.copytele.com.

Forward-Looking Statements:

Statements that are not historical fact may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical facts, but rather reflect CopyTele's current expectations concerning future events and results. CopyTele generally uses the words "believes," "expects," "intends," "plans," "anticipates," "likely," "will" and similar expressions to identify forward-looking statements. Such forward-looking statements, including those concerning CopyTele's expectations, involve known and unknown risks, uncertainties and other factors, some of which are beyond CopyTele's control, which may cause CopyTele's actual results, performance or achievements, or industry results, to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. In evaluating such statements as well as the future prospects of CopyTele, specific consideration should be given to various factors, including the following: CopyTele's prior history of losses and negative cash flows from operations; CopyTele's ability to obtain debt or equity financing to continue our marketing, research and development activities, on terms acceptable to CopyTele, if cash generated from operations is insufficient to satisfy our liquidity requirements; CopyTele's ability to commercialize a full-color video display, including through its license with Videocon Industries Limited; the possible development of competitive products that could render CopyTele's products obsolete or unmarketable; and other risks as detailed from time-to-time in CopyTele's filings with the Securities and Exchange Commission. CopyTele undertakes no obligation to update any forward-looking statements as a result of new information, unanticipated events, or otherwise.

CONTACT:

CopyTele, Inc.

Anne Rotondo, 631-549-5900