
**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): **June 1, 2010**

AMHN, INC.

(Exact name of registrant as specified in its charter)

Utah
(State or other jurisdiction
of incorporation)

000-16731
(Commission
File Number)

87-0233535
(IRS Employer
Identification No.)

100 North First Street, Suite 104, Burbank, California 91502
(Address of principal executive offices and Zip Code)

(424) 239-6781
(Registrant's telephone number, including area code)

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))
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TABLE OF CONTENTS

| | <u>Page</u> |
|---|-------------|
| Item 1.01 Entry into a Material Definitive Agreement | 3 |
| Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers | 3 |
| Item 8.01 Other Events | 4 |
| Item 9.01 Financial Statements and Exhibits | 4 |

Item 1.01 Entry into a Material Definitive Agreement.

Letter of Intent to Acquire Spectrum Health Network, Inc.

On June 1, 2010, AMHN, Inc. (the “Company”) entered into a Letter of Intent (“LOI”) with Gordon Communications, Inc., a Delaware corporation (“Gordon”) for the acquisition of Gordon’s subsidiary, Spectrum Health Network, Inc., a Delaware corporation (“Spectrum”). Spectrum is a digital signage waiting room network built for the multi-specialty group practice and Independent Physician Association. Spectrum was developed to be an extension of the medical practice, enabling the group practice to relay custom produced health-specific educational based content to patients while waiting for their physicians. Spectrum provides its clients with a powerful tool for practice enhancement, patient communication and viable method to deliver educational initiatives.

The terms of the LOI include the acquisition of 100% of the outstanding common stock of Spectrum (the “Spectrum Shares”) in exchange for shares of the Company’s Common Stock (the “AMHN Shares”). The number of AMHN Shares to be issued in exchange for the Spectrum Shares shall be determined upon the completion of due diligence and prior to the preparation of a definitive agreement between the parties. The Company will acquire the assets of Spectrum (in the approximate amount of \$270,264) and will assume all of the liabilities of Spectrum (in the approximate amount of \$453,299).

The closing of the proposed acquisition of Spectrum is contingent upon the completion and delivery to the Company of Spectrum’s (i) audited financial statements for the year ended December 31, 2009, including an audit opinion that it is not qualified in any matter other than as to a going concern, and (ii) reviewed financial statements for the quarter ended March 31, 2010.

Upon completion of satisfactory due diligence, the parties must enter into a definitive agreement, which shall be executed and consummated, prior to forty-five (45) days from the date of the LOI (July 15, 2010), unless mutually extended by the parties in writing. In no event shall the extension date be longer than seventy-five days from the date of the LOI (August 14, 2010).

Should due diligence conducted by the Company be deemed unsatisfactory, or should Spectrum breach any of the terms of the LOI, then the LOI and the proposed acquisition by AMHN of Spectrum, will terminate upon the written notification by AMHN to Spectrum. (See Exhibit 10.00, Letter of Intent, attached hereto and incorporated herein by reference.)

Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Officer and Director

On June 4, 2010, the Company’s Board of Directors accepted the resignation of Robin Tjon as a director and as Secretary with an immediate effective date. Ms. Tjon’s resignation was not the result of a disagreement with the Company or any matter relating to the Company’s operations, policies, or practices. (See Exhibit 10.01, Resignation of Robin Tjon, attached hereto and incorporated herein by reference.)

Table of Contents

Appointment of Officer

On June 4, 2010, the Company's Board of Directors appointed Robert Cambridge to serve as the Company's Secretary, in addition to his continuing service as the Company's Chief Executive Officer.

Item 8.01 Other Events.

Postponement of Shareholder Meeting Scheduled for June 7, 2010

On May 18, 2010, the Company filed an Information Statement which set Monday, June 7, 2010 as a date of a meeting of the Company's shareholders to vote on a change in the Company's state of incorporation from Utah to Nevada and to approve the AMHN, Inc. 2009 Long Term Incentive Compensation Plan. The Company's Board of Directors has determined that it is in the best interest of the Company to postpone the shareholder's meeting until further notice pending the negotiation and closing of the acquisition of Spectrum described herein.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired:

None.

(b) Pro Forma Financial Information:

None.

(c) Shell Company Transactions:

None.

(d) Exhibits:

| <u>Exh. No.</u> | <u>Date</u> | <u>Document</u> |
|-----------------|--------------|---|
| 10.01 | June 1, 2010 | Letter of Intent between AMHN, Inc. and Gordon Communications, Inc. (Acquisition of Spectrum Health Network, Inc.)* |
| 10.02 | June 4, 2010 | Resignation of Robin Tjon.* |

* Filed herewith.

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.

Date: June 4, 2010

AMHN, INC.

By: /s/ Robert Cambridge
Robert Cambridge
Chief Executive Officer

Exhibit 10.01 – Letter of Intent (to acquire Spectrum Health Network, Inc.)

AMHN, INC.
100 North First Street, Suite 104
Burbank, CA 91502
(424) 239-6781

June 1, 2010

Ms. Barbra Waldare, President
Gordon Communications, Inc.
555 H Street, Suite H
Eureka, CA 95501

Re: Letter of Intent
Acquisition of Spectrum Health Network, Inc.

Dear Ms. Waldare:

This Letter of Intent (“LOI”) sets forth certain terms relating to the intent of AMHN, Inc., a Utah corporation (“AMHN”) to acquire your subsidiary company, Spectrum Health Network, Inc., a Delaware corporation (“Spectrum”), (each known as the “Party” or collectively, the “Parties”).

Regarding our previous conversations, this LOI sets forth our mutual understanding to date:

1. It is agreed by the Parties that AMHN will acquire one hundred percent (100%) of the outstanding shares of common stock of Spectrum (the “Spectrum Shares”) in exchange for shares of AMHN’s common stock, \$0.001 par value (the “AMHN Shares”). The number of AMHN Shares to be issued in exchange for the Spectrum Shares shall be determined upon the completion of due diligence and prior to the preparation of a definitive agreement between the Parties.

2. It is agreed by the Parties that upon the signing of a definitive agreement, AMHN will acquire all of the assets of Spectrum (in the approximate amount of \$270,264) and will assume all of the liabilities of Spectrum (in the approximate amount of \$453,299).

3. It is agreed that each Party will conduct due diligence of the other Party to its own satisfaction. It is also agreed that all materials obtained in connection with either Party will be held as confidential during negotiations and the closing of the definitive agreement. Each Party shall each bear its own costs and expenses incurred if the proposed transaction is abandoned prior to the consummation of a definitive agreement.

4. It is agreed by the Parties that this LOI and the proposed acquisition of Spectrum by AMHN, is contingent upon the completion and delivery to AMHN by Spectrum of (i) audited financial statements for the year ended December 31, 2009 including an audit opinion that is not qualified in any matter other than as to a going concern, and (ii) reviewed financial statements for the quarter ended March 31, 2010.

5. It is agreed by the Parties that upon the completion of satisfactory due diligence, that the Parties shall enter into a definitive agreement, in a form agreeable to both Parties, which shall be executed and consummated prior to forty-five (45) days from the date of this LOI, unless mutually extended by the Parties in writing. In no event shall the extension date be longer than seventy-five (75) days from the date of this LOI.

6. Should due diligence conducted by AMHN be deemed unsatisfactory, or should Spectrum breach any of the terms of the LOI, then this LOI and the proposed acquisition by AMHN or Spectrum, will terminate upon the written notification by AMHN to Spectrum.

If this LOI correctly outlines our conversations, please execute same and deliver to me. Should we not receive a fully executed copy from you on or before five (5) days from the date of this LOI, this LOI will automatically terminate.

Sincerely,

AMHN, Inc.

/s/ Robert Cambridge

Robert Cambridge
Chief Executive Officer

Agreed To and Accepted:

Gordon Communications Inc.

By: /s/ Barbra Waldare

Barbra Waldare
President

Date: June 1, 2010

Exhibit 10.02 – Resignation of Robin Tjon

June 4, 2010

Board of Directors
AMHN, Inc.
100 North First Street
Suite 104
Burbank, CA 91502

Effective immediately, please consider this letter my resignation as Secretary and as a member of the Board of Directors of AMHN, Inc. My resignation was not the result of a disagreement with the Company or any matter relating to the Company's operations, policies, or practices.

Sincerely,

/s/ Robin Tjon

Robin Tjon