

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): April 26, 2011 (March 31, 2011)

Plastron Acquisition Corp. II

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation)

000-52651

(Commission File Number)

14-1961545

(IRS Employer Identification No.)

712 Fifth Avenue, New York, NY

(Address of principal executive offices)

10019

(Zip Code)

(212) 277-5301

(Registrant's telephone number, including area code)

None

(Former name or former address 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))
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Item 1.01 Entry into a Material Definitive Agreement.

On March 31, 2011, Plastron Acquisition Corp. II (“we”, “us”, “our” or the “Company”) repurchased an aggregate of 400,000 shares (the “Shares”) of its common stock, par value \$0.0001 per share (the “Common Stock”) from Clifford Chapman for an aggregate purchase price equal to \$6,000 (the “Repurchase Price”) pursuant to the terms and conditions contained in that certain common stock purchase agreement, dated March 9, 2011 (the “Purchase Agreement”). In addition, in connection with the terms of the Purchase Agreement the Company agreed to pay an aggregate amount of \$2,483.64 (the “Outstanding Amount”), representing the outstanding principal amount plus all accrued interest due to Mr. Chapman pursuant to the terms and conditions of that certain promissory note, dated April 15, 2008 (the “Promissory Note”).

On April 20, 2011, the Company repurchased an aggregate of 61,856 shares (the “Allen Shares”) of its Common Stock from Charles Allen for an aggregate purchase price equal to \$927.84 (the “Allen Repurchase Price”) pursuant to the terms and conditions contained in that certain common stock purchase agreement, dated April 20, 2011 (the “Allen Purchase Agreement”).

The description of the Purchase Agreement and Allen Repurchase Agreement are summaries and are qualified in their entirety by the provisions of the Purchase Agreement and Allen Purchase Agreement, copies of which are attached hereto as Exhibits 10.1 and 10.2. The Promissory Note is filed as Exhibit 4.3 to the Company’s Form 8-K filed on April 16, 2008 and incorporated herein by this reference.

Item 4.01 Change in Registrant’s Certifying Accountant

On April 26, 2011, Plastron Acquisition Corp. II (the “Company”) dismissed De Joya Griffith & Company, LLC (“De Joya Griffith”) as its independent certifying public accountant.

Since January 24, 2006 (inception) through December 31, 2010 and the interim period preceding the dismissal of De Joya Griffith, De Joya Griffith’s reports on the financial statements contained no adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope, or accounting principle, except for an explanatory paragraph relative to the Company’s ability to continue as a going concern.

The dismissal was authorized and approved by the Board of Directors of the Company.

Since January 24, 2006 (inception) through December 31, 2010 and the interim periods preceding the dismissal of De Joya Griffith, there were no disagreements with De Joya Griffith on any matters of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreement, if not resolved to the satisfaction of De Joya Griffith, would have caused De Joya Griffith to make reference to the subject of that disagreement in its reports on the Company’s financial statements.

The Company requested that De Joya Griffith furnish it with a letter addressed to the Securities and Exchange Commission stating whether or not it agrees with the Company’s statements in this Item 4.01 filed with the Securities and Exchange Commission on April 26, 2011. A copy of the letter furnished by De Joya Griffith in response to this request, dated April 26, 2011, is filed as Exhibit 16.1 to this Form 8-K.

On April 26, 2011, the Company engaged Rothstein Kass as its new independent certifying public accountant. The engagement of Rothstein Kass was approved by the Company's Board of Directors. During the two most recent fiscal years and the interim period preceding the engagement of Rothstein Kass, the Company has not consulted with Rothstein Kass regarding either: (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that may be rendered on the Company's financial statements, and Rothstein Kass did not provide either a written report or oral advice to the Company that was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue; or (ii) any other matter that was the subject of disagreement between the Company and its former auditor as described in Item 304(a)(1)(iv) or a reportable event as described in Item 304(a)(1)(v) of Regulation S-K.

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

On April 25, 2011, Clifford Chapman resigned from his position as a member of the board of directors of the Company. Mr. Chapman's resignation letter is attached hereto as Exhibit 17.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits: The following exhibits are filed as part of this report:

Exhibit Number	Description
*4.1	Promissory Note issued by the Company to Clifford Chapman, dated April 15, 2008
10.1	Purchase Agreement by and between the Company and Clifford Chapman, dated March 9, 2011
10.2	Purchase Agreement by and between the Company and Charles Allen, dated April 20, 2011
16.1	Letter to the SEC from De Joya Griffith & Company, LLC, dated April 26, 2011
17.1	Resignation Letter from Clifford Chapman, dated April 25, 2011

* Filed as Exhibit 4.3 to the Company's Form 8-K filed on April 16, 2008 and incorporated herein by this reference.

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.

PLASTRON ACQUISITION CORP. II

Date: April 26, 2011

By: /s/ Michael Rapp
Michael Rapp
President

Purchase Agreement

COMMON STOCK PURCHASE AGREEMENT FOR PLASTRON ACQUISITION Corp. II

Dated March 9 2011

Pursuant to the original stock purchase agreement entered into in March of 2006, by and between Plastron Acquisition Corp. II, a Delaware corporation with an address at 712 5th Ave, New York NY 10019 and Clifford Chapman, an individual with an address c/o 712 5th Ave, New York NY 10019;

WHEREAS, Plastron Acquisition Corp II, the purchaser, hereby agrees to buy all shares of common stock owned by Clifford Chapman (aggregate of 400,000 shares of common stock) upon the terms and conditions hereof;

In consideration of the premises and mutual agreements herein contained, the Purchaser and Clifford Chapman (the Seller) hereby agree as follows;

The Purchaser will purchase said shares for a purchase price equal to \$6000.00

and deliver payment via check or wire on the agreed upon date.

IN ADDITION, the Purchaser agrees to pay the sum of \$2000 for said promissory note dated April 15, 2008 plus accrued interest of \$483.64 pursuant to the terms of the original note.

This agreement, upon execution and delivery thereof, will be a valid and binding obligation of Purchaser, enforceable in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganizations and moratorium laws and other laws of general application affecting enforcement of creditors rights generally.

This Agreement, constitutes the entire and full understanding and agreement between the parties with regard to the subject matter hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the day and year first above written;

PLASTRON ACQUISITION CORP II

By: 

Name: Michael Rapp

Title: President

SELLER

By: 

Clifford Chapman

Allen Purchase Agreement

COMMON STOCK PURCHASE AGREEMENT FOR PLASTRON ACQUISITION Corp. II

Dated April 20, 2011

Pursuant to the original stock purchase agreement entered into in May of 2009, by and between **Plastron Acquisition Corp. II**, a Delaware corporation with an address at 712 5th Ave, New York NY 10019 and **Charles Allen**, an individual with an address 1881 N. Nash street, apt 701 Arlington, VA 22209;

WHEREAS, Plastron Acquisition Corp II, the purchaser, hereby agrees to buy all shares of common stock owned by Charles Allen (aggregate of 61,856 shares of common stock) upon the terms and conditions hereof;

In consideration of the premises and mutual agreements herein contained, the Purchaser and Charles Allen (the Seller) hereby agree as follows;

The Purchaser will purchase said shares for a purchase price equal to \$927.84

and deliver payment via check or wire on the agreed upon date.

This agreement, upon execution and delivery thereof, will be a valid and binding obligation of Purchaser, enforceable in accordance with its terms, subject to applicable bankruptcy, insolvency, reorganizations and moratorium laws and other laws of general application affecting enforcement of creditors rights generally.

This Agreement, constitutes the entire and full understanding and agreement between the parties with regard to the subject matter hereof.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands as of the day and year first above written;

PLASTRON ACQUISITION CORP II

By:  _____

Name: Philip Wagenheim

Title: Secretary and Director

SELLER

By:  _____

Charles Allen



April 26, 2011

Securities and Exchange Commission
100 F Street NE
Washington, DC 20549

RE: Plastron Acquisition Corp. II

We have read the statements that we understand Plastron Acquisition Corp. II will include under Item 4.01 of the Form 8-K report it will file regarding the recent change of auditors. We agree with such statements made regarding our firm.

Very truly yours,

De Joya Griffith & Company, LLC
Certified Public Accountants

2580 Anthem Village Dr., Henderson, NV 89052
Telephone (702) 563-1600 • Facsimile (702) 920-8049

Member Firm with
Russell Bedford International



Exhibit 17.1

Board of Directors
Plastron Acquisition Corp. II
712 Fifth Avenue
New York, NY 10019

April 25, 2011

Re: Resignation

To the Board of Directors:

Please be advised that effective as of April 25, 2011, I hereby resign as a director of the Board of Directors of Plastron Acquisition Corp. II (the "Company"), effective immediately.

Very truly yours,

/s/ Clifford Chapman
Clifford Chapman
