

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

June 13, 2007

Date of report (Date of earliest event reported)

**Wireless Ronin Technologies, Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction  
of incorporation)

**1-33169**  
(Commission  
File Number)

**41-1967918**  
(IRS Employer  
Identification No.)

**14700 Martin Drive**  
**Eden Prairie, Minnesota 55344**  
(Address of principal executive offices, including zip code)

**(952) 564-3500**  
(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 (see General Instruction A.2):

- 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 June 13, 2007, Wireless Ronin Technologies, Inc., ThinkEquity Partners LLC, Feltl and Company, Inc., Barrington Research Associates, Inc. and Spirit Lake Tribe entered into an underwriting agreement. Pursuant to such agreement, we agreed to sell, and the underwriters agreed to buy, 3,600,000 shares of our common stock at a public offering price of \$7.00 per share. In addition, Spirit Lake Tribe, a beneficial owner of more than 10% of our common stock, agreed to sell, and the underwriters agreed to buy, 1,000,000 shares of our common stock at the same public offering price. We agreed to pay the underwriters an underwriting discount of 7 percent of the gross proceeds of the shares we agreed to sell and Spirit Lake Tribe agreed to pay the underwriters the same discount on the shares it agreed to sell. We also granted the underwriters an option to buy up to an additional 690,000 shares of our common stock on the same terms and conditions within the next 45 days.

On June 19, 2007, we closed the transaction contemplated by the underwriting agreement. Due to the underwriters' full exercise of the above-referenced over-allotment option, we issued 4,290,000 shares of common stock, increasing our total outstanding share count to 14,200,151 shares of common stock, and Spirit Lake Tribe sold 1,000,000 shares of common stock.

The transaction generated net proceeds to our company, after deducting the underwriting discount and estimated offering expenses, of approximately \$27,335,900. We intend to use the net proceeds of the offering for general corporate purposes, including working capital and acquisitions of technologies, products or businesses as such opportunities may arise. At present, there are no commitments or agreements with respect to any such acquisitions.

The underwriting agreement contains other terms and conditions that are customary for transactions of this nature. The underwriting agreement, which appears as Exhibit 1 to this report, is incorporated by reference in response to this Item 1.01.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

(d) See "Exhibit Index".

**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.

Wireless Ronin Technologies, Inc.

Date: June 19, 2007

By: /s/ John A. Witham  
John A. Witham  
Executive Vice President and  
Chief Financial Officer

**EXHIBIT INDEX**

Exhibit Number	Description
1	Underwriting Agreement by and between the Registrant, ThinkEquity Partners, Feltl and Company, Barrington Research Associates, Inc. and Spirit Lake Tribe (incorporated by reference to our Registration Statement on Form SB-2 filed on June 14, 2007 (File No. 333-143725)).