

THUNDER MOUNTAIN GOLD INC
Form 8-K
March 07, 2018

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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): February 27, 2018

THUNDER MOUNTAIN GOLD

(Exact Name of Registrant as Specified in its Charter)

Idaho
(State or other jurisdiction of incorporation)

001-08429
(Commission File
Number)

91-1031075
(IRS Employer Identification No.)

83713

**11770 W. President Drive, Ste. F, Boise,
Idaho**

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code: **208-658-1037**

(Former Name or Former Address if Changed Since Last Report)

Check the appropriate box below if the Form 8K 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 (17CFR230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17CFR 240.14a-12)

- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- Pre-commencement communication pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

SEC 873 (11-14)

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Item 3.02 Unregistered Sales of Equity Securities.

On February 27, 2018, Thunder Mountain Gold, Inc. (the Company) initiated a private offering solely to accredited investors, to purchase, in the aggregate, 5,357,143 Units, consisting of 5,357,143 shares of Common Stock, par value \$0.001, together with a Warrant to purchase an aggregate of 2,678,571 shares of Common Stock at an exercise price of \$0.20 per share. The Unit price is \$0.14 per Unit, consisting of the one share of Common Stock and Warrant to purchase one-half of a share of Common Stock. (with a minimum purchase of one share). The Warrants have a one-year term and are immediately exercisable. There is no minimum offering. The minimum individual subscription for Units is \$14,000. There is no placement agent fee paid in the offering, and no accountable or unaccountable expense allowance.

The closing date for the private offering is scheduled for April 22, 2018, but may be extended.

The offering is believed exempt from registration pursuant to the exemption for transactions by an issuer not involving any public offering under Section 4(6) the Securities Act of 1933, as amended. The securities offered, sold, and to be issued in connection with the private placement have not been or are not registered under the Securities Act of 1933, as amended, or any state securities laws and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission or an applicable exemption from the registration requirements.

SIGNATURES

FORM 8-K

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.

THUNDER MOUNTAIN GOLD, INC.

(Registrant)

By: /s/ Eric T. Jones

President, Director and Chief Executive Officer

Date: March 6, 2018