

TAURIGA SCIENCES, INC.
Form 8-K
October 16, 2014

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):

October 10, 2014

Commission File #: **000-53723**

TAURIGA SCIENCES, INC.

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction of incorporation)

30-0791746

(IRS Employer Identification Number)

39 Old Ridgebury Road

Danbury, Connecticut 06180

(Address of principal US executive offices)

Tel: (858) 353-5749

(Registrant's telephone number)

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))

Item 1.01 Entry into Material Definitive Agreement

From October 6, 2014 through October 10, 2014, Tauriga Sciences, Inc. (the “Company”) entered into securities purchase agreements (the “Purchase Agreement”) with various accredited investors for the sale of an aggregate of 48,000,000 shares of the Company’s common stock, \$0.001 par value per share (the “Shares”) with gross proceeds to the Company of \$600,000. The proceeds from this offering will be used for working capital purposes. The purchase price of the Shares was \$0.0125 per share. There were no registration rights granted as part of the sales of the Shares.

The shares of common stock will be issued in reliance upon an exemption from registration provided by Section 4(2) of the Securities Act of 1933, as amended, (the “Securities Act”) since no general solicitation or advertising was conducted by us in connection with the offering of any of the Shares, all Shares to be purchased in the offering will be “restricted” in accordance with Rule 144 of the Securities Act and each of the purchasers are accredited as defined under the Securities Act. This Current Report on Form 8-K is not and shall not be deemed to be an offer to sell or the solicitation of an offer to buy the Shares.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text attached as Exhibit 10.1 to this Current Report on Form 8-K and are incorporated herein by reference. The Company’s press release announcing the private placement issued on October 10, 2014 is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities.

Reference is made to the disclosure under Item 1.01 of this Current Report on Form 8-K, which is incorporated in this Item 3.02 by reference.

Item 9.01 Financial Statements and Exhibits

Exhibit No. Description of Exhibit

- | | |
|-------|------------------------------------------|
| 10.1* | Form of Securities Purchase Agreement |
| 99.1* | Press release issued on October 10, 2014 |

*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.

**TAURIGA SCIENCES,
INC**

Date: October 15, 2014 By: */s/ Stella M. Sung*
Stella M. Sung
Chief Executive Officer

