

ITRONICS INC  
Form 8-K  
July 17, 2012

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): July 17, 2012

ITRONICS INC.

-----

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| <u>Texas</u>                                      | <u>33-18582</u>             | <u>75-2198369</u>                    |
| (State or other jurisdiction<br>of incorporation) | (Commission File<br>Number) | (IRS Employer<br>Identification No.) |

6490 So. McCarran Boulevard, Building C, Suite 23 Reno, Nevada

89509

(Address of Principal Executive Offices)

Zip Code

Registrant's telephone number, including area code: (775) 689-7696

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. below):

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 8.01: Other Events

As of June 30, 2012 the Company had 4,629,435 common shares issued and outstanding, compared to 4,525,898 common shares issued and outstanding on March 31, 2012, an increase of 103,537 common shares.

On July 10, 2012, the Board of Directors approved a private placement to accredited investors of up to \$750,000 (plus a 10% over-allotment) in 2012 Series A Units. The Units consist of five year 10% Callable Convertible Promissory Notes (the Notes) and three year Callable Warrants (the Warrants). The Notes are convertible into the Company's common stock at any time during the term of the Note at \$0.30 per share for the first year and \$0.40 per share thereafter. Interest at 10% per annum is payable monthly in cash. The Warrants are exercisable at \$0.50 per share. The number of common shares underlying the Warrants is equal to the number of common shares to be issued upon conversion of the Notes. The Notes and Warrants are callable by the Company after one year if certain stock price points are achieved.

SIGNATURE

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.

ITRONICS INC.

(Registrant)

Date: July 17, 2012

By: /S/ John W. Whitney

John W. Whitney

President, Treasurer and Director

(Principal Executive and Financial

Officer)