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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 3.02 Unregistered Sale of Equity Securities

On July 8, 2014, the Company issued 1,379,875 shares of Common Stock at \$0.20 per share upon the conversion of convertible promissory notes and 108,108 shares of Common Stock at \$0.20 per share upon the exercise of a warrant issued pursuant to the offering terms set forth on the notice of exempt offering of securities on Form D filed with the SEC on November 4, 2013 (SEC Accession No. 0001493152-13-002121) (the “Second Offering”). Such convertible promissory notes and warrant were issued pursuant to the offering terms set forth on the notice of exempt offering of securities on Form D filed with the SEC on January 24, 2011 (SEC Accession No. 0001077048-11-000003) (the “First Offering”). All debt holders who participated in the First Offering were offered the opportunity to participate in conversion under the terms of the Second Offering. These issuances were made pursuant to Rule 506(b) of Regulation D of the Securities Act.

Item 7.01 Regulation FD Disclosure.

The information provided under Item 3.02, above, is hereby incorporated by 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.

Giggles N Hugs, Inc.

Date: July 14, 2014 By: */s/ Joey Parsi*
Name: Joey Parsi
Title: Chief Executive Officer

