

PCS EDVENTURES COM INC
Form 8-K
October 03, 2016

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

September 28, 2016

Date of Report

[Date of Earliest Event Reported]

PCS EDVENTURES!.COM, INC.

(Exact name of Registrant as specified in its Charter)

IDAHO 000-49990 82-0475383
(State or Other Jurisdiction (Commission (I.R.S. Employer
of Incorporation) File Number) Identification No.)

345 Bobwhite Court, Suite 200

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Boise, Idaho 83706

(Address of Principal Executive Offices)

(208) 343-3110

(Registrant's Telephone Number, including area code)

N/A

(Former name or former address, if changed since last report.)

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 14-a-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 3.02 Unregistered Sales of Equity Securities.

On September 28, 2016, the Company completed the offer and sale of 5,076,922 shares of its common stock comprised of “restricted securities” as defined under Rule 144 of the Securities and Exchange Commission (the “SEC”) for \$329,999.93, to “accredited investors.” The purchase price was \$0.065 per share. Prior to the completion of this private offering, there were 88,730,682 shares of the Company’s common stock outstanding, and when these 5,076,922 shares are issued of record, there will be 93,807,604 outstanding shares. The 5,076,922 shares offered and sold will represent approximately five percent of the outstanding securities of the Company.

The issuance of these shares was exempt from registration under Section 5 of the Securities Act of 1933, as amended (the “Securities Act”), pursuant to Section 4(a)(2) of the Securities Act, as a transaction not involving a public offering.

Item 7.01 Regulation FD Disclosure.

See Item 9.01, Exhibit 99, regarding a Press Release disseminated on October 3, 2016, referencing the private sale of the 5,076,922 shares outlined in Item 3.02.

The information contained in this Item 7.01 and 9.01 in Exhibit 99 is being furnished, and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to liability under such Section 18. Furthermore, the information contained in this Item 7.01 and 9.01 in Exhibit 99 shall not be deemed to be incorporated by reference into our filings under the Securities Act or the Exchange Act.

Item 9.01 Financial Statements and Exhibits.

(b) Exhibits.

Exhibit No. Exhibit Description

99 Press Release dated October 3, 2016

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

**PCS
EDVENTURES!.COM,
INC.**

Dated:

October By: */s/ Robert O. Grover*

3, 2016

Robert O. Grover
Executive Vice President

