

USCORP
Form 8-K
July 16, 2013

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): April 1, 2013

000-19061 (Commission File Number)

USCORP.

(Exact name of Registrant as Specified in its Charter)

NEVADA (State or Other Jurisdiction **87-0403330** (I.R.S. Employer
of Incorporation) Identification No.)

4535 W. Sahara Ave., Suite 200, Las Vegas, NV 89102

(Address of principal executive offices) (Zip Code)

(702) 933-4034

(Registrant's telephone number, including area code)

Not applicable

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

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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):

- 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 3.02 Unregistered Sales of Equity Securities

During the fiscal quarter ended June 30, 2013, the Company issued 101,237,558 shares of common stock to thirty two individuals who are sophisticated investors and existing shareholders of the Company at \$0.005 per share. The shares issued represent 22.9% of the outstanding common stock as last reported on Form 10-Q filed May 8, 2013. There are now 456,066,363 shares of common stock outstanding. The shares were not registered under the Securities Act of 1933. The Registrant relied upon the exemption from registration set forth in Section 4(2) of the Securities Act of 1933 for the above transaction in that the shares were offered and sold without general solicitation and adequate public information provided in the form of the Company filings with the Securities and Exchange Commission.

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 thereunto duly authorized.

Dated: July 15, 2013

USCORP

By: \s\ Robert Dultz

Name: Robert Dultz

Title: Chief Executive Officer