

Cruzani, Inc.  
Form 8-K  
February 15, 2019

**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): February 7, 2019**

**CRUZANI, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**000-54624**

**26-4144571**

(Commission File Number) (IRS Employer Identification No.)

**3500 Lennox Road, Suite 1500**

**Atlanta, Georgia 30326**

(Address of principal executive offices)

**(404) 419-2253**

(Registrant's telephone number, including area code)

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(Former Name or 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:

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

### Item 1.02 Termination of a Material Definitive Agreement

As previously reported, on June 30, 2018, Supreme Sweets Acquisition Corp. (“Acquisition Corp.”), a subsidiary of Cruzani, Inc., (the “Company”) entered into an asset purchase agreement (the “Asset Purchase Agreement”) with Supreme Sweets Inc. and 2498411 Ontario, Inc., as sellers (collectively, the “Seller”), pursuant to which in exchange for CAD \$200,000 and a twenty percent (20%) interest in Acquisition Corp., the Company agreed to acquire the trade secret assets of Seller upon the terms and subject to the conditions set forth in the Asset Purchase Agreement.

In December 2018, the Company notified the Seller that the Company anticipated that it would formally effect the termination of the Asset Purchase Agreement pursuant to Section 10.1(b) of the Asset Purchase Agreement, following December 31, 2018. During January and February 2019, the parties discussed such termination, seeking resolution.

On February 7, 2019, with the Company and Seller unable to reach resolution, the Company terminated the Asset Purchase Agreement. The Company is pursuing recovery of the amounts owed in accordance with the Asset Purchase Agreement and termination thereof.

The above description of the Asset Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Asset Purchase Agreement, which is attached hereto as Exhibit 2.1 to this Current Report on Form 8-K.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No	Description
2.1	<u>Asset Purchase Agreement, dated as of June 30, 2018, by and among Supreme Sweets Acquisition Corp. and US Highland, Inc., collectively as buyer, and Supreme Sweets, Inc. and 2498411 Ontario, Inc., collectively as seller (incorporated herein by reference to Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the Commission on July 11, 2018).</u>

**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.

**CRUZANI, INC.**

Date: February 15, 2019 By: */s/ Everett M. Dickson*  
Everett M. Dickson