

Edgar Filing: Envision Solar International, Inc. - Form 8-K

Envision Solar International, Inc.
Form 8-K
September 17, 2014

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): SEPTEMBER 17, 2014

ENVISION SOLAR INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

NEVADA	333-147104	26-1342810
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(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

7675 DAGGET STREET, SUITE 150, SAN DIEGO, CA 92111

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (858) 799-4583

(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:

- 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

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Effective as of September 17, 2014, the Company issued a total of 13,086,658 shares of common stock to investors in its private placement, receiving a total of \$1,963,000 of capital for such issuances. 5,033,330 of these shares have been issued subsequent to the filing of our form 10q on August 14, 2014. As previously reported, the Company is currently making a private placement of up to 26,666,666 units with each unit consisting of one share of common stock and one common stock purchase warrant for a subscription price of \$0.15 per unit, of which 13,086,658 shares have been sold as of the date of this Report. No other consideration was received by the Company in these transactions. The Company's total shares outstanding after the issuance of these shares is 56,353,323.

This notice does not constitute an offer to sell or a solicitation to buy a security. Any offer to sell or a solicitation to buy a security from the Company is made only to prospective investors with whom the Company has a pre-existing relationship and only by the complete Private Placement Memorandum and exhibits and supplements thereto, dated January 14, 2014 (the "Memorandum") and last supplemented on August 15, 2014, covering the Company's common stock in the private placement, including the risk factors described in the Memorandum.

The securities offered in the Company's private placement have not been registered under the Act or any state securities laws. No shares may be resold, assigned or otherwise transferred unless a registration statement under the Act is in effect, or the Company has received evidence satisfactory to it that such transfer does not involve a transaction requiring registration under the Act and is in compliance with the Act.

SIGNATURES

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

Envision Solar International, Inc.

September 17, 2014

By: /s/ Chris Caulson

Chris Caulson, Chief Financial Officer

