

Bullfrog Gold Corp.  
Form 8-K  
February 14, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 8-K**  
**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): February 12, 2019

**BULLFROG GOLD CORP.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**000-54653**  
(Commission File Number)

**41-2252162**  
(IRS Employer Identification  
No.)

**897 Quail Run Drive, Grand Junction, Colorado**  
(Address of principal executive offices)

**81505**  
(Zip Code)

Registrant's telephone number, including area code: **(970) 270-8306**

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

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Copies to:

Sichenzia Ross Ference LLP

61 Broadway, 32nd Floor

New York, New York 10006

Telephone: (212) 930-9700

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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:

☐ [ ]

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))

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## Item 3.02

### Unregistered Sales of Equity Securities.

On February 12, 2019, the Company sold an aggregate of 16,700,000 shares (the "Units") with gross proceeds to the Company of \$835,000 to certain accredited investors (the "Investors") pursuant to a subscription agreement (the "Subscription Agreement"). The proceeds from this offering were used for general corporate purposes.

Each Unit was sold for a purchase price of \$0.05 per Unit and consisted of: (i) one share of the Company's common stock, \$0.0001 par value per share (the "Common Stock") and (ii) a two-year warrant (the "Warrants") to purchase fifty (50%) percent of the number of shares of Common Stock purchased at an exercise price of \$0.10 per share, subject to adjustment upon the occurrence of certain events such as stock splits and dividends. In connection with the private placement, the Company issued an aggregate of 16,700,000 shares of its Common Stock

The foregoing is not a complete summary of the terms of the offering described in this Item 3.02 and reference is made to the complete text of the Subscription Agreement attached as Exhibits 10.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 14, 2019, and hereby incorporated by reference.

The Shares were issued to accredited investors, as such term is defined in the Securities Act of 1933, as amended (the "Securities Act") and were offered and sold in reliance on the exemption from registration afforded by Section 4(2) and Regulation D (Rule 506) under the Securities.

## Item 9.01

### Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description                    |
|-------------|--------------------------------|
| <u>10.1</u> | Form of Subscription Agreement |



**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 thereunto duly authorized.

**BULLFROG GOLD CORP.**

Date: February 14, 2019

By:

/s/ David Beling

Name: David Beling

Title: President, Chief Executive

Officer and Chief Financial Officer

