

NUZEE, INC.

FORM 8-K (Current report filing)

Filed 06/08/16 for the Period Ending 04/27/16

Address	2865 SCOTT STREET SUITE 101 VISTA, CA, 92081
Telephone	858-385-9090
CIK	0001527613
Symbol	NUZE
SIC Code	5900 - Retail-Miscellaneous Retail
Industry	Home Furnishings Retailers
Sector	Consumer Cyclical
Fiscal Year	09/30

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 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 27, 2016

NuZee, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

333-176684
(Commission File
Number)

38-3849791
(IRS Employer
Identification No.)

**2865 Scott Street, Suite 101
Vista, California 92081**

(Address of principal executive offices, including zip code)

(760) 295-2408

(Registrant's telephone number, including area code)

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

Copies to:
Karen A. Batcher, Esq.
Teepie Hall, LLP
9255 Towne Centre Drive, Suite 500
San Diego, CA 92121
Tel. 858.622.7878
Fax. 858.622.0411

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 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

In April 2016, one of our former advisors exercised qualified options to purchase 5,000 shares of Common Stock at an exercise price of \$0.30 per share for gross proceeds to the Company of \$1,500. The shares of Common Stock were issued on April 27, 2016 in reliance upon the exemption set forth in Section 4(2) of the Securities Act.

On May 30, 2016, we completed a private offering of 745,000 shares of our Common Stock at a price of \$0.80 per share to 39 separate investors, for a total of \$596,000. These shares were issued in offshore transactions relying on Regulation S and/or Section 4(2) of the Securities Act of 1933, as amended (the "Securities 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.

NUZEE, INC.

Date: June 8, 2016

By: /s/ Masateru Higashida
Masateru Higashida , President