

# NUZEE, INC.

## **FORM 8-K** (Current report filing)

Filed 05/19/17 for the Period Ending 05/15/17

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

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**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):

**May 15, 2017**

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**NuZee, Inc.**

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(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**

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(Address of principal executive offices, including zip code)

**(760)-295-2408**

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(Registrant's telephone number, including area code)

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

Copies to:

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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. 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))
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**ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES**

On May 15, 2017, we completed a private offering of 408,271 shares of our Treasury Stock at a price of \$0.51 per share to 13 separate individual investors for total proceeds of \$208,218.

On May 15, 2017, one lender of the Company converted a \$100,000 short-term loan to 196,078 shares of the Company's Common Stock at the price of \$0.51 per share pursuant to the terms of a convertible promissory note.

All of the investors were non-U.S. persons (as that term is defined in Regulation S of the Securities Act of 1933, as amended) and those investors purchased in transactions outside of the United States. In issuing shares to those investors we relied on the exemptions from the registration requirements provided for in Regulation S and/or Section 4(2) of the Securities Act of 1933, as amended.

**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: May 19, 2017By: */s/ Masateru Higashida*  
Masateru Higashida, President