

FINDEX COM INC
Form 8-K
May 07, 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): May 1, 2014

FINDEX.COM, INC.

(Exact name of registrant as specified in its charter)

| | | |
|--|--------------------------|-----------------------------------|
| Nevada | 000-29963 | 88-0378462 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|---|------------|
| 18151 Lafayette Avenue, Elkhorn, Nebraska | 68022 |
| (Address of principal executive offices) | (Zip Code) |

| | |
|---|----------------|
| Registrant's telephone number, including area code: | (402) 333-1900 |
|---|----------------|

Not Applicable
(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

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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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Section 3 – Securities and Trading Markets.

Item 3.02 Unregistered Sales of Equity Securities.

On May 1, 2014, we completed a private offering of securities to a single individual investor. The securities sold in the offering consisted of 6,000,000 shares of common stock, representing 5.7% of our total issued and outstanding common stock. The purchase price was \$0.005 per share, representing a 23% discount to then quoted market price for our common stock, and the aggregate proceeds amounted to \$30,000, all of which was paid in cash.

For this unregistered sale, we relied on the private offering exemption of Section 4(a)(2) of the Securities Act of 1933, as amended, and/or the private offering safe harbor provision of Rule 506 of Regulation D promulgated thereunder based on the following factors: (i) a single purchaser, (ii) the absence of general solicitation, (iii) representations obtained from the purchaser regarding his qualification/accreditation, (iv) the provision of appropriate disclosure, and (v) the placement of a restrictive legend on the certificate reflecting the securities coupled with investment representations obtained from the purchaser.

SIGNATURE

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.

FINDEX.COM , INC.

Dated: By: /s/ Steven Malone
May 7,
2014

Steven Malone
President & Chief
Executive Officer