

ACE MARKETING & PROMOTIONS INC  
Form 8-K  
July 18, 2012

U.S. 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): July 18, 2012 (July 11, 2012)

Ace Marketing & Promotions, Inc.

(Exact name of registrant as specified in its charter)

New York                      000-51160    11-3427886  
(State or other jurisdiction (Commission (IRS Employer  
of incorporation)              File Number) Identification No.)

600 Old Country Road, Suite 541, Garden City, NY 11530

(Address of principal executive offices (Zip Code)

Registrant's telephone number: (516) 256-7766

---

(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 (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 (17CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR 240.13e-4(c))

### **Item 3.02 Unregistered Sales of Equity Securities**

On July 10, 2012, the Company sold 1,347,201 shares of its Common Stock to various investors at \$.45 per share. The Company received gross proceeds of \$606,240 before offering costs. Each investor received Fixed Price Warrants to purchase 50% of the number of shares of Common Stock purchased in the Offering. The Fixed Price Warrants are exercisable at any time from the date of issuance through July 10, 2017 at an exercise price of \$.55. Each investor also received a Warrant to purchase 20% of the number of shares that were purchased in the Offering (the "Milestone Warrants"). The Milestone Warrants will automatically be exercised without any additional consideration to be paid in the event the Company reports audited gross revenues of less than \$5,000,000 for the period July 1, 2012 through June 30, 2013 unless the volume weighted average price for the Company's Common Stock exceeds \$1.00 per share for a period of at least 30 trading days prior to January 5, 2013. Exemption from registration for the sale of securities is claimed under Rule 506 of Regulation D promulgated pursuant to Section 4(2) of the Securities Act of 1933, as amended.

### **Item 7.01. Regulation FD Disclosure**

On July 18, 2012, the Company issued a press release, a copy of which is appended hereto.

### **Item 8.01 Other Events**

In June 2011, the Company entered into a one-year contract to engage Legend Securities to perform certain public relation services. In June 2012, the Company entered into a new one-year contract with Legend to continue to perform certain public relations services on substantially similar terms as those provided for in the prior contract.

### **Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

ExhibitDescription

99.1 Press release dated July 18, 2012. (Filed herewith.)

2

SIGNATURE

Pursuant to the requirements of Section 13 or 15(b) 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.

ACE MARKETING & PROMOTIONS, INC.

Dated: July 18, 2012 By: /s/ Dean L. Julia  
Dean L. Julia, Co-Chief Executive Officer