

ALKAME HOLDINGS, INC.
Form 8-K
November 04, 2014

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): **October 27, 2014**

Alkame Holdings, Inc.

(Exact name of registrant as specified in its charter)

Nevada

333-175044

98-0661455

(State or other jurisdiction of incorporation) (Commission File Number) (I.R.S. Employer Identification No.)

3651 Lindell Road

Suite D # 356

Las Vegas, Nevada

89103

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(702) 273-9714**

(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:

[] Written communications pursuant to Rule 425 under the Securities Act (17CFR 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))

SPECIAL NOTE REGARDING FORWARD LOOKING STATEMENTS

This Current Report on form 8-K (this “Report”) contains forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements to be materially different from any future results, performances or achievements expressed or implied by the forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “anticipates,” “believes,” “seeks,” “could,” “estimates,” “expects,” “intends,” “may,” “plans,” “potential,” “predicts,” “projects,” “should,” “expressions intended to identify forward-looking statements. Forward-looking statements reflect our current views with respect to future events and are based on assumptions and subject to risks and uncertainties. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Such statements may include, but are not limited to, information related to: anticipated operating results; relationships with our customers; consumer demand; financial resources and condition; changes in revenues; cost of sales; selling, general and administrative expenses; interest expense; legal proceedings and claims.

Also, forward-looking statements represent our estimates and assumptions only as of the date of this Report. You should read this Report and the documents that we reference and filed as exhibits to this Report completely and with the understanding that our actual future results may be materially different from what we expect. Except as required by law, we assume no obligation to update any forward-looking statements publicly, or to update the reasons actual results could differ materially from those anticipated in any forward-looking statements, even if new information becomes available in the future.

SECTION 1 - Registrant’s Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On October 26, 2014, the Company acquired all 100% of the outstanding shares of High Country Shrimp Company (“HCS”), a Colorado LLC in exchange for one hundred thousand (100,000) shares of the Company’s Common Stock.

It is expected that HCS will incorporate their patented technology for producing and selling high quality shrimp with the Company’s unique water treatment systems to create an intensive indoor aquaculture farming process.

The transaction is structured as a “triangular” merger with HCS becoming a wholly owned subsidiary of Alkame Holdings, Inc.

SECTION 2 - Financial Information

Item 2.01 Completion of Acquisition or Disposition of Assets.

Incorporated by reference to Item 1.01 in its entirety.

SECTION 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements

Financial statements required under this section will provided within 71 days.

(b) Pro Forma Financial Information

Pro forma financial information required under this section will be provided within 71 days.

(c) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
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16.1	<u>Copy of Agreement and Plan of Merger dated October 27, 2014</u> Provided herewith
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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 hereunto duly authorized.

Alkame Holdings, Inc.

/s/ Robert Eakle

Robert Eakle
Chief Executive Officer

Date: November 3, 2014

