

Giggles N' Hugs, Inc.
Form 8-K
January 08, 2014

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): January 7, 2014

Giggles N Hugs, Inc.

(Exact Name of Registrant as Specified in Its Charter)

| | | |
|---|-------------------------------------|--|
| Nevada | 333-138944 | 20-1681362 |
| <i>(State or Other Jurisdiction of Incorporation)</i> | <i>(Commission File Number)</i> | <i>(IRS Employer Identification No.)</i> |

10250 Santa Monica Blvd., Suite 155, Los Angeles, CA 90067

(Address, including zip code, off principal executive offices)

Registrant's telephone number, including area code 310-553-4847

(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 (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 1.01 Entry Into A Material Definitive Agreement.

On January 3, 2014, Giggles N Hugs, Inc., a Nevada corporation (the “Company”), entered into Subscription Agreements with an accredited investor for the purchase and sale by the Company of \$50,000 of debentures, convertible at \$0.37 per share, with sixty percent (60%) warrant coverage, exercisable at between \$0.25 and \$0.37 per share (the “Units”). The Shares will be eligible for sale pursuant to Rule 144 six (6) months after the date of issue (the “Financing”).

These Shares were offered to accredited investors in reliance on an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Securities Act”) under Regulation D. The Shares have not been registered under the Securities Act or any state “blue sky” securities laws, and may not be offered or sold absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities laws.

Item 3.02 Unregistered Sales of Equity Securities.

Reference is made to the disclosure set forth under Item 1.01 of this Current Report on Form 8-K, which disclosure is incorporated herein by reference.

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.

Giggles N Hugs, Inc.

Date: January 8, 2014

By: */s/ Joey Parsi*
Name: Joey Parsi
Title: Chief Executive Officer

