

TAURIGA SCIENCES, INC.
Form 10-K/A
July 10, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

AMENDMENT No. 1

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2017

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number: 000-53723

TAURIGA SCIENCES, INC.

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction of
incorporation or organization)

30-0791746

(IRS Employee
Identification No.)

39 Old Ridgebury Road

Danbury, CT

(Address of principal executive offices)

06180

(Zip Code)

Registrant's telephone number, including area code: **(917) 796-9926**

Securities registered under Section 12(b) of the Exchange Act:

None

Securities registered under Section 12(g) of the Exchange Act:

Common Stock, \$0.00001 Par Value

(Title of class)

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the issuer was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or, an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer", "smaller reporting company", and "emerging growth company", in Rule 12b-2 of the Exchange Act.

| | |
|--------------------------------------------------|---------------------------------------------------------------|
| Large accelerated filer <input type="checkbox"/> | Accelerated filer <input type="checkbox"/> |
| Non-accelerated filer <input type="checkbox"/> | Smaller reporting company <input checked="" type="checkbox"/> |
| (Do not check if smaller reporting company) | Emerging growth company <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

On September 30, 2016, the last business day of the registrant's most recently completed second quarter, the aggregate market value of the Common Stock held by non-affiliates of the registrant was \$5,076,996 based upon the closing

price on that date of the Common Stock of the registrant on the OTC Bulletin Board system of \$0.0041. For purposes of this response, the registrant has assumed that its directors, executive officers and beneficial owners of 5% or more of its Common Stock are deemed affiliates of the registrant.

As of as of July 7, 2017, the registrant had 2,072,881,613 shares of its Common Stock, \$0.00001 par value, outstanding.

EXPLANATORY NOTE

On July 7, 2017, Tauriga Sciences, Inc. (the “Company”) filed its Annual Report on Form 10-K for the fiscal year ended March 31, 2017. This 10-K/A is being amended to correct the error in the originally reported trading range of the Company’s stock for the period following the balance sheet date to the report date. The filed Form 10-K for the fiscal year ended March 31, 2017 cited the low for that trading period as \$0.008. The actual low closing price for the period subsequent to the balance sheet date was \$0.0008. Presented below is presented the entire subsection of Part II, Item 5. for Market information, as corrected. The Company has also updated the cover page. No other items are being amended in this 10-K/A from the original filing.

PART II

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.

Market for Common Equity

Market information

The Company's common stock is traded on the OTC Bulletin Board under the symbol "TAUG.OB." As of July 7, 2017, the Company's common stock was held by 1,249 shareholders of record, which does not include shareholders whose shares are held in street or nominee name.

The following chart is indicative of the fluctuations in the stock prices:

| | For the Years Ended March 31, | | | |
|----------------|--------------------------------------|------------|-------------|------------|
| | 2017 | | 2016 | |
| | High | Low | High | Low |
| First Quarter | \$0.0099 | \$0.0044 | \$0.009 | \$0.005 |
| Second Quarter | \$0.0080 | \$0.0031 | \$0.008 | \$0.002 |
| Third Quarter | \$0.0088 | \$0.0038 | \$0.005 | \$0.002 |
| Fourth Quarter | \$0.0062 | \$0.0018 | \$0.006 | \$0.002 |

04/01/17-current

April 1, 2017 to current the stock has a closing trading range of \$0.0008 to \$0.0024

The Company's transfer agent is ClearTrust, LLC located at 16540 Pointe Village Drive, Suite 206, Lutz, Florida 33558 with a telephone number of (813) 235-4490.

PART IV

ITEM 15. EXHIBITS, FINANCIAL STATEMENT SCHEDULES.

Exhibits

See the Exhibit Index following the signature page of this Registration Statement, which Exhibit Index is incorporated herein by reference.

Number Description

- | | |
|--------|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.1 | Certification of Chief Executive Officer of Tauriga Sciences, Inc. Required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 31.2 | Certification of Principal Accounting Officer of Tauriga Sciences, Inc. Required by Rule 13a-14(1) or Rule 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 |
| 32.1** | Certification of Principal Executive Officer of Tauriga Sciences, Inc. Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 Of 18 U.S.C. 63 |
| 32.2** | Certification of Principal Accounting Officer of Tauriga Sciences, Inc. Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and Section 1350 Of 18 U.S.C. 63 |

** Previously furnished with our Annual Report on Form 10-K filed with the Commission on July 7, 2017.

Financial Statement Schedules

None

SIGNATURES

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

| | |
|-------------------------------------------|---------------|
| <i>/s/ Seth M. Shaw</i> | July 10, 2017 |
| Seth M. Shaw, Principal Executive Officer | Date |

| | |
|----------------------------------------------|---------------|
| <i>/s/ Kevin P. Lacey</i> | July 10, 2017 |
| Kevin P. Lacey, Principal Accounting Officer | Date |

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

| | |
|-------------------------|---------------|
| <i>/s/ Seth M. Shaw</i> | July 10, 2017 |
| Seth M. Shaw, Director | Date |

| | |
|----------------------------------|---------------|
| <i>/s/ Dr. David L. Wolitzky</i> | July 10, 2017 |
| Dr. David L. Wolitzky, Director | Date |

| | |
|-----------------------------|---------------|
| <i>/s/ Thomas J. Graham</i> | July 10, 2017 |
| Thomas J. Graham, Director | Date |

