

Edgar Filing: DNA BRANDS INC - Form 8-K

DNA BRANDS INC  
Form 8-K  
August 07, 2012

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): July 31, 2011

DNA BRANDS, INC.

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(Exact name of registrant as specified in its charter)

Colorado	000-53086	26-0394476
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(State or other jurisdiction of incorporation)	(Commission File No.)	(IRS Employer Identification No.)

506 N.W. 77th Street  
Boca Raton, Florida, 33487

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(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (954) 978-8401  
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N/A

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(Former name or former address if changed since last report)

Check 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 3.02. Unregistered Sales of Equity Securities.

During the twelve months ended July 31, 2012 the Company sold 2,850,187

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shares of its common stock to private investors for a total amount of \$987,658.66.

No commissions were paid in connection with the sale of these securities.

The Company relied upon the exemption from registration provided by Section 4(2) of the Securities Act of 1933 with respect to the sale of the shares. The purchasers of these securities were sophisticated investors who were provided full information regarding our business and operations. There was no general solicitation in connection with the offer or sale of these securities. The purchasers acquired these securities for their own account. The shares cannot be sold unless pursuant to an effective registration statement or an exemption from registration.

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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.

Date: August 7, 2012

DNA BRANDS, INC.

By: /s/ Darren M. Marks

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Darren M. Marks, Chief Executive  
Officer

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