

Brazil Minerals, Inc.
Form 8-K
September 05, 2014

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): August 29, 2014

BRAZIL MINERALS, INC.
(Exact name of registrant as specified in its charter)

Nevada	333-180624	39-2078861
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification Number)

155 North Lake Avenue
Suite 800
Pasadena, CA 91101
(Address of principal executive offices, including zip code)

(213) 590-2500
(Registrant's telephone number, including area code)

Not Applicable
(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))

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Our disclosure and analysis in this Current Report on Form 8-K contains some forward-looking statements. Statements that are predictive in nature, that depend upon or refer to future events or conditions or that include words such as "expects," "anticipates," "intends," "plans," "believes," "estimates" and similar expressions are forward-looking statements. Although we believe that these statements are based upon reasonable assumptions, they are subject to several risks and uncertainties.

Investors are cautioned that our forward-looking statements are not guarantees of future performance and the actual results or developments may differ materially from the expectations expressed in the forward-looking statements.

As for the forward-looking statements that relate to future financial results and other projections, actual results will be different due to the inherent uncertainty of estimates, forecasts and projections and may be better or worse than projected. Given these uncertainties, you should not place any reliance on these forward-looking statements. These forward-looking statements also represent our estimates and assumptions only as of the date that they were made. We expressly disclaim a duty to provide updates to these forward-looking statements, and the estimates and assumptions associated with them, after the date of this filing to reflect events or changes in circumstances or changes in expectations or the occurrence of anticipated events.

You are advised to consult any additional disclosures we make in our reports on Form 10-K, Form 10-Q, Form 8-K, or their successors. Other factors besides those discussed in this Current Report could also adversely affect us.

Item 3.02 Unregistered Sales of Equity Securities

On August 29, September 3, and September 4, 2014 the Company consummated Securities Purchase Agreements with the Jonathan and Kristen Croxton Family Trust, Greg Reed, Joshua Volen, Bradley Klingemann and Trevor Smith (each a "Buyer" collectively the "Buyers") pursuant to which the Company sold to the Buyers for a gross aggregate sales price of \$275,000 an aggregate of 6,547,618 shares of its restricted Common Stock ("Common Stock") and three year warrants to purchase for \$0.10 per share an aggregate of 1,636,907 shares of Common Stock. There were no investment banking or broker-dealer fees. These shares of restricted Common Stock and warrants were issued pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act") afforded by Section 4(a)(2) of the Securities Act by virtue of being issued to limited number of purchasers without the Company employing any means of general solicitation and in a transaction in which the Company received representations from each Buyer that such Buyer is financially able to bear the economic risk of an investment in the shares, including a total loss of investment, that such Buyer has adequate means of providing for such Buyer's current needs and has no need for liquidity in such Buyer's investment in the Company, and that such Buyer was acquiring the securities for investment.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BRAZIL MINERALS, INC.

Dated: September 5, 2014

By: /s/ Marc Fogassa
Name: Marc Fogassa
Title: Chief Executive Officer

