

Edgar Filing: Giggles N' Hugs, Inc. - Form 8-K

(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 November 22, 2013 and November 27, 2013, Giggles N Hugs, Inc., a Nevada corporation (the “Company”), entered into Subscription Agreements with two accredited investors for the purchase and sale by the Company of \$175,000 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: November 29, 2013

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

