

EZTD Inc
Form 8-K
April 04, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): April 4, 2016 (March 31, 2016)

EZTD INC.

(Exact name of registrant as specified in its charter)

Delaware **000-51255** **98-0374121**
(State or other jurisdiction of incorporation) (Commission File Number) (IRS Employer Identification No.)

6 Yehezkel Koifman Street, Tel-Aviv

68012, Israel

(Address of Principal Executive Offices)

+972-73-705-8000

(Issuer's telephone number)

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(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 to the registrant under any of the following provisions:

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.

Securities Purchase Agreement

On March 31, 2016, EZTD Inc. (the “Company”) entered into a securities purchase agreement (the “Securities Purchase Agreement”) with Compagnie Financiere Saint Exupery Sicav-Sif (the “Purchaser”) providing for the issuance and sale by the Company to the Purchaser, in a private placement, of an aggregate of 30,000,000 shares of the Company’s common stock (collectively, the “Shares”) at a price of \$0.20 per share, corresponding to an aggregate purchase price of \$6,000,000, and a warrant to purchase up to an additional 26,666,667 shares of the Company’s common stock (the “Warrant”) at an exercise price of \$0.225 per share, which was issued to the Purchaser at closing and exercisable six months after the closing.

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth in Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference into this Item 3.02 in its entirety.

The issuance and sale of the Shares and the Warrant under the Securities Purchase Agreement were issued pursuant to the exemption from registration under Regulation S under the Securities Act of 1933, as amended. The Purchaser represented to the Company that it was receiving the securities for investment for its own account and without a view to distribute them.

This Current Report on Form 8-K is not and shall not be deemed to be an offer to sell or the solicitation of an offer to buy any securities of the Company.

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.

Dated: April 4, 2016 EZTD INC.

By: /s/ Shimon Citron
Name: Shimon Citron
Title: Chief Executive Officer