

GOLDSRING INC
Form 8-K
August 29, 2006

**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 23, 2006

GOLDSRING, INC.

(Exact Name of Registrant as Specified in its Charter)

Florida
(State or Other Jurisdiction
of Incorporation)

000-32429
(Commission File
Number)

65-0955118
(IRS Employer
Identification No.)

1200 American Flat Road, Gold Hill, Nevada 89440
(Address of principal executive offices) (Zip Code)

Registrant's Telephone Number, Including Area Code: (775) 847-5272

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 Material Definitive Agreement

Effective as of August 23, 2006, registrant entered into a \$1.9 million financing package with several institutional investors. The terms of the financing call for issuance of \$1.9 principal amount of convertible notes secured by a pledge of all of the membership interests in a limited liability company, which is a wholly owned subsidiary of registrant and will hold all of the right, title and interest in and to the registrant's Plum Mine property. The investors are also to be issued warrants to purchase up to 20,000,000 shares of registrant's common stock which shall bear a term of five years from the date of funding and be exercisable at a price equal to the then applicable conversion price for the convertible notes. Of the \$1.9 million, \$1.2 has been funded to date.

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.

GOLDSRING, INC.

August 29, 2006

By:

/s/ Robert T. Faber
Robert T. Faber
President and Chief Financial Officer