

True Drinks Holdings, Inc.
Form 8-K
June 03, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): May 29, 2015

TRUE DRINKS HOLDINGS, INC.

(Exact name of Registrant as specified in its Charter)

Nevada
(State or other jurisdiction
of incorporation)

001-32420
(Commission File No.)

84-1575085
(IRS Employer
Identification No.)

18552 MacArthur Blvd., Suite 325, Irvine, California 92612
(Address of principal executive offices)

(949) 203-3500
(Registrant's Telephone Number)

Not Applicable
(Former name or 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))
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Item 3.02 Unregistered Sales of Equity Securities.

On May 29, 2015, in connection with the Series C Offering previously disclosed by True Drinks Holdings, Inc. (the “Company”) in the Current Report on Form 8-K filed on February 24, 2015, the Company offered and sold 10,000 shares of Series C Convertible Preferred Stock (the “Series C Preferred”) to an accredited investor (the “Investor”) for gross proceeds of \$1.0 million. As additional consideration, the Company issued five-year warrants (the “Warrants”) to the Investor to purchase approximately 2.3 million shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”), for \$0.15 per share. The Company expects to use these proceeds received from this investment for general working capital purposes. The Company has now completed all issuances contemplated by the Securities Purchase Agreement, dated February 20, 2015, as amended (the “Purchase Agreement”), and has received aggregate gross proceeds of \$7.0 million from the Series C Offering,

The shares of Series C Preferred and Warrants reported herein were offered and sold in transactions exempt from registration under the Securities Act in reliance on Section 4(2) thereof and Rule 506 of Regulation D thereunder. The Investor represented that it was an "accredited investor" as defined in Regulation D, and that it is not subject to the “Bad Actor” disqualifications described in Rule 506(d).

The foregoing description of the Purchase Agreement and Warrant a do not purport to be complete, and are qualified in their entirety by reference to the full text of the form of Purchase Agreement and form of Warrant, attached to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on February 24, 2015, each of which are incorporated by reference herein.

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.

TRUE DRINKS HOLDINGS, INC.

Date: June 3, 2015

By: /s/ Daniel Kerker
Daniel Kerker
Chief Financial Officer