

Bullfrog Gold Corp.  
Form 8-K  
July 07, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

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

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Date of Report (Date of earliest event reported): July 7, 2016

**BULLFROG GOLD CORP.**

(Exact Name of Registrant as Specified in Charter)

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**Delaware**  
(State or other jurisdiction  
of incorporation)

**333-164908**  
(Commission File Number)

**41-2252162**  
(IRS Employer  
Identification No.)

**897 Quail Run Drive, Grand Junction, Colorado 81505**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(970) 270-8306**

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(Former name or former address, if changed since last report)

Copies to:

Harvey J. Kesner, Esq.

61 Broadway, 32nd Floor

New York, New York 10006

Telephone: (212) 930-9700

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:

[ ]

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 1.02 Termination of a Material Definitive Agreement**

**Item 3.02 Unregistered Sales of Equity Securities**

On June 30, 2016, Bullfrog Gold Corp. (the Company ) has settled all debts and obligations with respect to a December 12, 2012 Facility Agreement (Agreement) with RMB Australia Holdings Limited (RMB). The principal and interest due RMB under the Agreement as of March 31, 2016 was \$2,789,996. Components of the payout were \$250,000 of cash paid to RMB on June 30, 2016, which was raised from recent private placements, and issuance of one million shares of BFGC common stock on July 5, 2016.

The foregoing is not a complete summary of the terms of the Option, and is qualified in its entirety by reference to the complete text of the Option attached as Exhibits 10.1 to this Current Report on Form 8-K, which are hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit No.   Description**

10.1              Payout letter dated June 30, 2016





**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 thereunto duly authorized.

Date: July 7, 2016

**BULLFROG GOLD CORP.**

By: /s/ David Beling  
Name: David Beling  
Title: President, Chief Executive Officer  
and Chief Financial Officer

