

ORIGINCLEAR, INC.  
Form 8-K  
July 24, 2015

**UNITED STATES**

**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): July 20, 2015

**ORIGINCLEAR, INC.**

*(Name of registrant as specified in its charter)*

**Nevada**

*(State or other jurisdiction of*

*Incorporation or organization)*

**26-0287664**

*(I.R.S. Employer*

*Identification Number)*

**333-147980**

*(Commission File Number)*

**5645 West Adams Boulevard**

**Los Angeles, California**

*(Address of principal executive offices)*

**90016**

*(Zip Code)*

*Registrant's telephone number, including area code: (323) 939-6645*

**N/A**

*(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)

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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 3.02 Unregistered Sales of Equity Securities.**

**Private Placement**

As previously reported on July 1, 2015, on June 25, 2015, OriginClear, Inc. (the “Company”) commenced a private placement offering of up to \$2,000,000 of its shares of common stock. Between July 2, 2015 and July 20, 2015, the Company sold to accredited investors 2,566,670 shares of common stock for aggregate consideration of \$77,000. Shares issued in this offering are subject to certain price protection for a period of one year from the issuance of the shares.

The securities above were offered and sold pursuant to an exemption from the registration requirements under Section 4(a)(2) of the Securities Act of 1933, as amended (the “Securities Act”) and Rule 506 of Regulation D promulgated thereunder since, among other things, the transactions did not involve a public offering and the securities were acquired for investment purposes only and not with a view to or for sale in connection with any distribution thereof.

**Conversion of Notes**

On July 16, 2015, a holder of convertible promissory notes converted an aggregate principal and interest amount of \$78,170 into an aggregate of 5,194,011 shares of the Company’s common stock.

The securities above were offered and sold pursuant to an exemption from the registration requirements under Section 4(a)(2) of the Securities Act since, among other things, the transactions did not involve a public offering.

**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.

**ORIGINCLEAR, INC.**

July 24, 2015 By: /s/ T. Riggs Eckelberry  
Name: T. Riggs Eckelberry  
Title: Chief Executive Officer