

Chineseinvestors.com, Inc.  
Form 8-K  
February 10, 2012

**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**

**February 6, 2012**

Date of Report (Date of earliest event reported)

**ChineseInvestors.com, Inc.**

(Exact name of registrant as specified in its charter)

Indiana                      000-542078                      35-2089868  
(State of Organization) (Commission File Number) (IRS Employer Identification #)

13791 E. Rice Place, Suite #107 Aurora, CO 80015  
(Address of principal executive offices)                      (Zip Code)

**Brett Roper, Director of Administrative Services - (303) 481-4416 or (303) 345-1262**

Registrant's telephone number, including area code

**Copies to: Michael E. Shaff, Esq., Irvine Venture Law Firm, LLP**

**17901 Von Karman Avenue, Suite 500, Irvine, CA 92614 Telephone (949) 660-7700**

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 240.14d2(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**

The Company announced on February 6, 2012, that it has filed a Regulation D, Rule 506 for the sale of Unregistered Securities as associated with 2,000,000 convertible preferred shares.

**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.

ChineseInvestors.COM, Inc.

Date: February 9, 2012 By: /s/ Brett Roper  
Name: Brett Roper  
Title: VP, Corporate Services