

Edgar Filing: Envision Solar International, Inc. - Form 8-K

Envision Solar International, Inc.

Form 8-K

February 13, 2013

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): FEBRUARY 8, 2013

ENVISION SOLAR INTERNATIONAL, INC.

(Exact name of registrant as specified in its charter)

NEVADA 333-147104 26-1342810

(State or other Jurisdiction of Incorporation) (Commission File Number) (IRS Employer Identification No.)

7675 DAGGET STREET, SUITE 150, SAN DIEGO, CA 92111

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (858) 799-4583

(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:

- 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))

SECTION 3. SECURITIES AND TRADING MARKETS

ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES

See Section 8, Item 8.01 of this Report.

SECTION 8. OTHER EVENTS

ITEM 8.01 OTHER EVENTS

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Effective February 8, 2013, Envision Solar International, Inc., a Nevada corporation (the "Company"), increased the number of units the Company is offering in its currently open private placement due to the positive initial response to this offering. Pursuant to this private placement, the Company is increasing the number of units being offered by 2,966,667 to 7,300,000 units for a purchase price of \$0.30 per unit. Each unit consists of two (2) shares of the Company's common stock and one warrant to purchase an additional share of common stock at an exercise price of \$0.20 per share exercisable for a period of one year from the date of issuance. The sales termination date for the offering is March 15, 2013, but may be extended for up to an additional 90 days. As of the date of this Report, the Company has raised \$1,453,500 under this offering, increasing our issued common shares by 9,690,000 to a total of 67,787,609 common shares issued and outstanding.

The Company is making the private placement of its common stock for general working capital purposes. The private placement is being made pursuant to Rule 506 of Regulation D promulgated under Section 4(2) of the Securities Act of 1933, as amended (the "Act").

This notice does not constitute an offer to sell nor a solicitation to buy a security. Any offer to sell or a solicitation to buy a security from the Company is made only to prospective investors with whom the Company or its registered placement agent has a pre-existing relationship and only by the complete Confidential Private Placement Memorandum covering the Company's common stock and warrants in the private placement, including the risk factors described in the Memorandum.

The securities offered in the Company's private placement have not been registered under the Act or any state securities laws. No shares may be resold, assigned or otherwise transferred unless a registration statement under the Act is in effect, or the Company has received evidence satisfactory to it that such transfer does not involve a transaction requiring registration under the Act and is in compliance with the Act.

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.

ENVISION SOLAR INTERNATIONAL, INC.

February 13, 2013

By: /s/ Chris Caulson

Chris Caulson, Chief Financial Officer