

PERVASIP CORP  
Form 8-K  
February 24, 2012

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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 14, 2012

PERVASIP CORP.

(Exact name of registrant as specified in its charter)

New York  
(State or other  
jurisdiction of incorporation)

000-04465  
(Commission File No.)

13-2511270  
(I.R.S. Employer Identification  
No.)

75 South Broadway, Suite 400  
White Plains, NY 10601  
(Address of principal executive offices)

(914) 620-1500  
(Registrant's telephone number, including area code)

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 14-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13-4(e) under the Exchange Act (17 CFR 240.13e-4(c))

Item 3.02 Unregistered Sales of Equity Securities.

Between February 13, 2012 and February 21, 2012, Pervasip Corp. (the “Company”) issued a total of 13,555,809 shares of its common stock, par value \$0.001, in settlement of \$300,000 of debt owed by the Company to various third parties.

In conjunction with the aforementioned stock issuances, we are relying on an exemption from the registration requirements of the Securities Act of 1933, as amended (the “Act”) for the private placement of our securities pursuant to Section 4(2) of the Act and/or Rule 506 of Regulation D promulgated thereunder. The transactions do not involve a public offering, the investors are “accredited investors” and/or qualified institutional buyers and have access to information about us and its investment.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

PERVASIP CORP.

Date: February 24, 2012

By: /s/ Paul H. Riss  
Name: Paul H. Riss  
Title: Chief Executive  
Officer