

BARFRESH FOOD GROUP INC.  
Form 8-K  
September 30, 2016

**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): **September 30, 2016**

**BARFRESH FOOD GROUP INC.**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>000-55131</b>	<b>27-1994406</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

**8530 Wilshire Blvd., Suite 450**

**Beverly Hills, California 90211**

(Address of principal executive offices)

Registrant's telephone number, including area code: **(310) 598-7113**

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:

- 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 1.01 Entry into a Material Definitive Agreement**

Pursuant to a securities purchase agreement between the Company and certain accredited investors, on September 28, 2016, Barfresh Food Group Inc. (the “Company”) sold 3,593,754 shares of common stock (“Shares”) and warrants to purchase 1,796,877 shares of common stock for aggregate gross proceeds to the Company of approximately \$2.3 million. The warrants are exercisable for a term of five years at a per share price of \$0.75. The Shares and common stock issuable upon exercise of the warrants have the registration rights set forth in that a registration rights agreement between the Company and purchasers. The issuance of these securities is exempt from registration pursuant to Rule 506(b) of Regulation D, promulgated under the Securities Act of 1933, as amended, on the basis that the offering was a private offering limited to accredited investors and involved no general solicitation or advertising.

**Item 3.02 Unregistered Sales of Equity Securities**

The disclosures set forth in Item 1.01 are incorporated herein by this reference.

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 duly authorized.

Barfresh Food Group Inc.,  
a Delaware corporation  
(Registrant)

Date: September 30, 2016     /s/ *Joseph S. Tesoriero*

By: Joseph S. Tesoriero  
Its: Chief Financial Officer

