

Fuse Science, Inc.
Form 8-K
January 30, 2015

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): January 26, 2015

FUSE SCIENCE, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|--------------------------|--------------------------------------|
| Nevada | 000-22991 | 87-0460247 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (I.R.S. Employer Identification No.) |

| | |
|--|------------|
| 5510 Merrick Rd Massapequa NY | 11758 |
| (Address of principal executive offices) | (Zip Code) |

(516) 659-7558
(Registrant's telephone number, including area code)

(Former name 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 4.01 CHANGES IN REGISTRANT'S CERTIFYING ACCOUNTANT.

Previous independent registered public accounting firm

(a) On January 26, 2015, Fuse Science, Inc. (the “Registrant” or the “Company”) notified Kaufman, Rossin & Co., P.A. (“Kaufman Rossin”) that it was dismissed as the Registrant’s independent registered public accounting firm. The decision to dismiss Kaufman Rossin as the Company’s independent registered public accounting firm was approved by the Company’s Board of Directors. Except as noted in the paragraph immediately below, the reports of Kaufman Rossin on the Company’s financial statements for the years ended September 30, 2014 and 2013 did not contain an adverse opinion or disclaimer of opinion, and such reports were not qualified or modified as to uncertainty, audit scope, or accounting principle.

The reports of Kaufman Rossin on the Company’s financial statements as of and for the years ended September 30, 2014 and 2013 contained explanatory paragraphs which noted that there was substantial doubt as to the Company’s ability to continue as a going concern as the Company has incurred significant losses and experienced negative cash flow since its inception and has a working capital deficit.

During the years ended September 30, 2014 and 2013 and through January 26, 2015, the Company has not had any disagreements with Kaufman Rossin on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure, which disagreements, if not resolved to Kaufman Rossin’s satisfaction, would have caused them to make reference thereto in their reports on the Company’s financial statements for such periods.

During the years ended September 30, 2014 and 2013 and through January 26, 2015, there were no reportable events, as defined in Item 304(a)(1)(v) of Regulation S-K.

The Company provided Kaufman Rossin with a copy of this disclosure set forth under this Item 4.01 and was requested to furnish a letter addressed to the Securities & Exchange Commission stating whether or not it agrees with the above statements.

A copy of the letter from Kaufman Rossin is attached hereto as Exhibit 16.1

New independent registered public accounting firm

On January 26, 2015 (the “Engagement Date”), the Company engaged RBSM LLP (“RBSM”) as its independent registered public accounting firm for the Company’s fiscal year ended September 30, 2015. The decision to engage RBSM as the Company’s independent registered public accounting firm was approved by the Company’s Board of Directors.

During the two most recent fiscal years and through the Engagement Date, the Company has not consulted with RBSM regarding either:

1. the application of accounting principles to any specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company’s financial statements, and neither a written report was provided to the Company nor oral advice was provided that RBSM concluded was an important factor considered by the Company in reaching a decision as to the accounting, auditing or financial reporting issue; or
2. any matter that was either the subject of a disagreement (as defined in paragraph (a)(1)(iv) of Item 304 of Regulation S-K and the related instructions thereto) or a reportable event (as described in paragraph (a)(1)(v) of Item 304 of Regulation S-K).

RBSM provided informal consultation and advice to the Company in connection with the accounting for the issuance of the Company’s Series A Preferred stock during the fourth quarter of fiscal 2014. RBSM has concluded the informal consultation and advice was not an important factor considered by the Company in reaching a decision as to the accounting and financial reporting of the transaction.

Item 9.01 Financial Statements and Exhibits

(a) Financial statements of businesses acquired.

Not applicable

(b) Pro forma financial information.

Not applicable

(c) Shell company transactions.

Not applicable

(d) Exhibits

| Exhibit No. | Description of Exhibit |
|-------------|---|
| 16.1 | Letter from Kaufman, Rossin & Co., P.A. |

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.

Fuse Science , Inc.

Dated: January 30, 2015

By: /s/ Ezra Green
Name: Ezra
Green
Chief Executive
Officer