

Soul & Vibe Interactive Inc.  
Form 8-K  
January 24, 2014

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**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

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**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

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Date of Report (Date of earliest event reported): January 24, 2014

**SOUL AND VIBE INTERACTIVE INC.**

(Exact Name of Registrant as Specified in Charter)

Nevada  
(State or other jurisdiction  
of incorporation)

333-173056

38-3829642

(Commission File Number) (IRS Employer Identification No.)

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1660 South Hwy 100, Suite 500

55416

St. Louis Park MN

(Zip Code)

(Address of principal executive offices)

Registrant's telephone number, including area code: (763) 400-8040

Copies to:

Richard A. Friedman, Esq.

Sichenzia Ross Friedman Ference LLP

61 Broadway, 32<sup>nd</sup> Floor

New York, New York 10006

Telephone: (212) 930-9700

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))

## **FORWARD-LOOKING STATEMENTS**

This Current Report on Form 8-K contains forward-looking statements. Forward-looking statements include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions and other statements that are other than statements of historical facts. These statements are subject to uncertainties and risks including, but not limited to (i) securing capital for general working purposes, and (ii) other risks and in statements filed from time to time with the Securities and Exchange Commission (the “SEC”). All such forward-looking statements, whether written or oral, and whether made by or on behalf of the Company, are expressly qualified by the cautionary statements and any other cautionary statements which may accompany the forward-looking statements. In addition, the Company disclaims any obligation to, and will not, update any forward-looking statements to reflect events or circumstances after the date hereof.

### **ITEM 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.**

On January 23, 2014, Soul and Vibe Interactive Inc. (the “Company”) completed the initial closing of a private placement financing transaction (the “Transaction”) with an accredited investor (the “Investor”), pursuant to a Securities Purchase Agreement (the “Purchase Agreement”). Pursuant to the Purchase Agreement, the Investor purchased 300,000 shares of the Company’s Common Stock (the “Shares”) for a per share purchase price of \$0.29 per share, which price was based on the average trading price of such shares for the 5 trading days prior to the initial closing, and accordingly the Company received aggregate gross proceeds of \$87,000, excluding transaction costs, fees and expenses. The Investor has agreed to purchase an additional 3,300,000 Shares on a monthly basis, subject to the fulfillment of certain conditions as more fully described in the Purchase Agreement, between the date of the Purchase Agreement and the one-year anniversary thereof.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the full text of the document, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

### **ITEM 3.02 UNREGISTERED SALES OF EQUITY SECURITIES.**

The information provided in response to Item 1.01 of this report is incorporated by reference into this Item 3.02. The Shares were issued in a private placement under Section 4(2) of the Securities Act of 1933, as amended, and/or Rule 506 of Regulation D under the Securities Act. The Investor represented that it was an accredited investor, as defined in Rule 501 of Regulation D, and that it was acquiring the securities for its own account, not as nominee or agent, and

not with a view to the resale or distribution of any part thereof in violation of the Act.

In addition, as reported on a Form D filed January 17, 2014, on January 7, 2014 the Company sold an aggregate of 500,000 shares of its Common Stock to an accredited investor pursuant to Rule 506 of Regulation D under the Securities Act for an aggregate purchase price of \$50,000.

**Item 9.01 Financial Statements and Exhibits**

(d) Exhibits.

**Exhibit No. Description**

10.1 Securities Purchase Agreement dated as of January 23, 2014

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.

SOUL AND VIBE INTERACTIVE INC.

Date: January 24, 2014 By: /s/ Peter Anthony Chiodo  
Peter Anthony Chiodo  
Chief Executive Officer and President