

China Advanced Construction Materials Group, Inc
Form 8-K
May 30, 2018

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): May [], 2018 (May 22, 2018)

CHINA ADVANCED CONSTRUCTION MATERIALS GROUP, INC.

(Exact name of registrant as specified in its charter)

Nevada	001-34515	20-8468508
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

9 North West Fourth Ring Road Yingu Mansion Suite 1708

Haidian District Beijing, People's Republic of China

(Address of principal executive offices)

100190

(Zip Code)

Registrant's telephone number, including area code: **+86 10 82525361**

N/A

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(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 1.01. Entry into a Material Definitive Agreement

On May 28, 2018, China Advanced Construction Materials Group, Inc. (the “**Company**”) entered into certain Stock Purchase Agreement (the “**SPA**”) with certain “non-US persons” as defined in Regulation S (“**Regulation S**”) promulgated under Securities Act of 1933, as amended (the “**Securities Act**”) (the “**Purchasers**”) in connection with a private placement offering (the “**Offering**”) of 300,000 shares (“**Shares**”) of common stock, par value \$0.001 per share, of the Company. The purchase price per share of the Offering is \$2.00. The transaction contemplated in the SPA closed simultaneously with the execution of the SPA.

The Shares issued in the Offering are exempt from the registration requirements of the Securities Act, pursuant to Section 4(a)(2) of the Securities Act and/or Regulation S.

The net proceeds to the Company from the Offering will be approximately \$585,000. The proceeds may be used for general corporate purposes.

The SPA also contains customary representation and warranties of the Company and the Purchasers, indemnification obligations of the Company, termination provisions, and other obligations and rights of the parties.

The Form of SPA is filed as Exhibits 10.1 to this Current Report on Form 8-K and such document is incorporated herein by reference. The foregoing is only a brief description of the material terms of the SPA, and does not purport to be a complete description of the rights and obligations of the parties thereunder and is qualified in its entirety by reference to such exhibits.

Item 3.02. Unregistered Sales of Equity Securities.

On May 29, 2018, the Company issued 300,000 Shares of the Company’s Common Stock, par value \$0.001 per share, pursuant to certain SPA dated May 28, 2018 to the Purchasers. The Shares issued in the Offering are exempt from the registration requirements of the Securities Act, pursuant to Section 4(a)(2) of the Securities Act and/or Regulation S promulgated thereunder.

Item 9.01 Financial Statements and Exhibits.

Exhibit No. Description

10.1 Form of Stock Purchase Agreement by and among the Company and the Purchasers

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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.

Dated: May 30, 2018

**CHINA ADVANCED
CONSTRUCTION**

MATERIALS GROUP, INC.

By: /s/ Xianfu Han

Name: Xianfu Han

Title: Chief Executive Officer