



**Item 1.01 Entry into a Material Definitive Agreement**

**Item 3.02 Unregistered Sales of Equity Securities**

On March 21, 2014, Lexaria closed a private placement by issuing 10,600,000 units at a price of US\$0.12 per unit for gross proceeds of US\$1,272,000. Each Unit consists of one common share of the Company and one full non-transferable Share purchase warrant ( Warrant ). Each Warrant will be exercisable into one further Share (a Warrant Share ) at a price of US\$0.25 per Warrant Share for a period of eighteen (18) months following closing.

Three Directors of the Company participated in the private placement for \$48,008.

The Warrants are subject to an early acceleration provision pursuant to which, in the event that the Company's common shares at any time after 6 months and 1 day have elapsed from the closing of the Offering, as listed on a Principal Canadian Market – currently the Canadian Securities Exchange with symbol LXX, has been at or above CDN\$0.40 for a period of 20 consecutive trading days, the Company may, within five (5) days thereafter issue to the Subscribers a written notice advising of the accelerated expiry of the Warrants. Such written notice shall identify in reasonable detail the particulars of the acceleration event and identify the date (the "Warrant Accelerated Expiry Date") set for accelerated expiry, which in no event shall be less than 30 days after the mailing date of the written notice. For greater certainty, all Warrants shall expire and be of no further force or effect as of 4:30 pm (Pacific Time) on the Warrant Accelerated Expiry Date.

A cash finders' fee for \$16,800 was paid to Cannacord Genuity, Leede Financial Markets and PI Financial Corp.; and a stock finders' fee of 819,999 common shares of the Company were issued to Canaccord Genuity and Wolverton Securities.

Proceeds of the private placement will be used for general working capital, administrative uses, and for the acquisition and/or building of Medicinal Marijuana operations.

The Company issued the units to forty-one (41) non-US persons in an off-shore transaction pursuant to the exemption from registration provided for under Regulation S, promulgated under the United States Securities Act of 1933, as amended. Each of the subscribers represented that they were not a US person as such term is defined in Regulation S. The Company issued the units to ten (10) US persons pursuant to the exemption from registration provided for under Rule 506 of Regulation D, promulgated under the United States Securities Act 1933, as amended. Each of the subscribers represented that they were an accredited investor as such term is defined in Regulation D.

The securities referred to herein will not be and have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Item 7.01 Regulation FD Disclosure.**

A copy of the news release announcing the private placement is filed as exhibit 99.1 to this current report and is hereby incorporated by reference.

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**TEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

10.1      Form of Subscription Agreement (1) for Private Placement closed on March 21, 2014

10.2      Form of Warrant Agreements (2) dated March 21, 2014

99.1      Press Release announcing closing of Private Placement

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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: March 21, 2014

Lexaria Corp.  
(Signature) By: */s/ Chris Bunka*  
Chris Bunka  
President & CEO

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