

Win Gaming Media, Inc.
Form 8-K
August 24, 2011

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):
August 24, 2011 (August 22, 2011)

WIN GAMING MEDIA, INC.
(Exact name of registrant as specified in its charter)

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| NEVADA (State or other jurisdiction of incorporation) | 000-51255 (Commission File Number) | 98-0374121 (IRS Employer Identification No.) |
|---|---------------------------------------|---|

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|---|---------------------|
| 55 Igal Alon Street, Tel-Aviv, Israel (Address of principal executive offices) | 67891 (Zip Code) |
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(972)-73-755-4500
(Registrant's telephone number, including area code)

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))
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ITEM 1.01. ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT.

On August 22, 2011, the registrant entered into securities purchase agreement (the "SPA") with Wigam LLC, a Delaware limited liability company (the "Investor"), pursuant to which the registrant sold to the Investor an aggregate of 12,500,000 shares of restricted common stock (the "Investor's Shares") at a price of \$0.08 per share and a warrant to purchase 6,250,000 shares of common stock (the "Warrant"), at an exercise prices per share of \$0.08. No separate consideration was paid for the Warrant. The Warrant is exercisable on or after February 28, 2012 until five years from the date of issuance thereof.

The aggregate net proceeds from the sale of the Investor's Shares and the Warrant amount to \$1,000,000. The closing is scheduled to take place on August 31, 2011. A copy of the form of Warrant and the SPA are attached as Exhibit 4.1 and Exhibit 10.1, respectively, to this Current Report on Form 8-K and are incorporated herein by reference. The description of the Warrant and the SPA is a summary only and is qualified in its entirety by reference to Exhibit 4.1 and Exhibit 10.1, respectively.

The securities offered and sold under the SPA have not been registered under the Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States absent registration, or an applicable exemption from registration under the Securities Act of 1933, as amended and applicable state securities laws. This Current Report on Form 8-K does not constitute an offer to sell, or a solicitation of an offer to buy, any security and shall not constitute any offer, solicitation or sale in any jurisdiction in which such offering would be unlawful.

ITEM 3.02. UNREGISTERED SALES OF EQUITY SECURITIES.

As described in "Item 1.01. Entry into a Material Definitive Agreement" of this Current Report on Form 8-K, on August 22, 2011, the registrant entered into the SPA pursuant to which the registrant agreed to sell the Investor's Shares and issue the Warrant. The aggregate gross proceeds from the sale of the Investor's Shares will be \$1,000,000. The sale of the Investor's Shares and issuance of the Warrant will be made pursuant to an exemption from registration under Rule 506 of Regulation D under the Securities Act of 1933, as amended.

ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS

(d) EXHIBITS.

4.1Form of Common Stock Purchase Warrant.

10.1Securities Purchase Agreement dated August 22, 2011.

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 thereunto duly authorized.

WIN GAMING MEDIA, INC.
(registrant)

Date: August 24, 2011

By: /s/ Shimon Citron
Shimon Citron
Chief Executive Officer