



Item 3.02 Unregistered Sales of Equity Securities.

On December 30, 2013, the Registrant sold 500,000 units for \$100,000 to one accredited investor. Each unit consists of one share of common stock and one three year warrant to purchase one share of common stock for \$0.50 per share.

On March 3, 2014, the Registrant conducted the first closing under a private placement offering selling 2,666,667 units for \$400,000 to one accredited investor. Each unit consists of one share of common stock and one five year warrant to purchase one share of common stock for \$0.25 per share.

All of the above-described issuances were exempt from registration pursuant to Section 4(2) and/or Regulation D of the Securities Act as transactions not involving a public offering. With respect to each transaction listed above, no general solicitation was made by either the Company or any person acting on its behalf. All such securities issued pursuant to such exemptions are restricted securities as defined in Rule 144(a)(3) promulgated under the Securities Act, appropriate legends have been placed on the documents evidencing the securities, and may not be offered or sold absent registration or pursuant to an exemption therefrom.

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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.

Rubicon Financial Incorporated

By: /s/ Joseph Mangiapane, Jr.  
Joseph Mangiapane, Jr., Chief Executive Officer

Date: March 26, 2014