

BAKKEN RESOURCES INC
Form 8-K
February 09, 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): 02/04/2011

Commission file number: **000-53632**

BAKKEN RESOURCES, INC.

(Exact name of small business issuer as specified in its charter)

Nevada

26-2973652

(State or other jurisdiction

(IRS Employer

of incorporation or
organization)

Identification No.)

1425 Birch Ave., Suite A, Helena, MT 59601

(Address of principal executive offices)

(406) 442-9444

(Registrant's telephone number)

(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(17CFR240.14a-12)**

☐ **Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act(17CFR240.14d-2(b))**

☐ **Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act(17CFR240.13e-4(c))**

ITEMS TO BE INCLUDED IN THIS REPORT

Item 1.01.

Entry into a Material Definitive Agreement.

On February 4, 2011, Bakken Resources, Inc. (the Company) entered into three definitive and isolated agreements relating to the private placement of \$50,000 of its securities through the sale of 200,000 shares of its common stock at \$0.25 per share, with 100,000 total warrant shares attached that are exercisable at \$.50 per share for three years from the date of this sale. A \$10,000 purchaser in the private placement was individual David E. Boleneus, a director of the Company, a \$20,000 purchaser in the private placement was individual Dylan Underhill, and a \$20,000 purchaser in this private placement was individual Kelly Strantz.

In conjunction with the private placement, there were no fees, commissions, or professional fees for services payable. The placement was undertaken by the officers of the company. The private placement of these securities was exempt from registration under pursuant to Section 4(2) of the Securities Act of 1933, as amended. The proceeds from these sales of unregistered securities were used to funding company operations.

Item 3.02.

Unregistered Sales of Securities.

See disclosure under Item 1.01 of this Report.

The private placements of the securities referenced under Item 1.01 of this Report is exempt from registration under the Securities Exchange Act of 1933, as amended (the Act), pursuant to Section 4(2) thereof. The offer and sale did not involve a public offering and there was no general solicitation or general advertising involved in the offer or sale and no fees were paid in connection with the transaction. The proceeds from these sales of unregistered securities were used to funding company operations.

Item 9.01.

Financial Statements and Exhibits.

(d)

Exhibits

10.1

Form of Securities Purchase Agreement, entered into by the Company on February 4, 2011.

Signature(s)

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: February 9, 2011

BAKKEN RESOURCES, INC.

By:

/s/ Val M. Holms

Val M. Holms

President & CEO