

Edgar Filing: American Strategic Minerals Corp - Form 8-K

American Strategic Minerals Corp
Form 8-K
February 15, 2012

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): February 13, 2012

AMERICAN STRATEGIC MINERALS CORPORATION
(Exact Name of Registrant as Specified in Charter)

Nevada
(State or other jurisdiction
of incorporation)

333-171214
(Commission File
Number)

01-0949984
(IRS Employer Identification No.)

31161 Hwy. 90
Nucla, CO 81424
(Address of principal executive offices)

81424
(Zip Code)

Registrant's telephone number, including area code: 970-864-2125

Copies to:

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))

Item 3.02 Unregistered Sales of Equity Securities.

On February 13, 2012 and February 14, 2012, American Strategic Minerals Corporation (the “Company”) entered into subscription agreements with certain investors whereby it sold an aggregate of 860,000 shares of its common stock at a price of \$0.50 per share with gross proceeds to the Company of \$430,000 (the “Private Placement”). The Company used the proceeds of the Private Placement as payment towards the outstanding principal balance of the promissory note issued to Sagebrush Gold Ltd. on January 26, 2012 in the principal amount of \$1,000,000.

The securities were all sold and/or issued only to “accredited investors,” as such term is defined in the Securities Act of 1933, as amended (the “Securities Act”), were not registered under the Securities Act or the securities laws of any state, and were offered and sold in reliance on the exemption from registration afforded by Section 4(2) and Regulation D (Rule 506) under the Securities Act and corresponding provisions of state securities laws.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

The exhibit listed in the following Exhibit Index is filed as part of this Current Report on Form 8-K.

| Exhibit No. | Description |
|-------------|---|
| 10.1 | Subscription Agreement (Incorporated by reference to Exhibit 10.7 to the Current Report on Form 8-K, filed with the Securities and Exchange Commission on January 31, 2012) |

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.

Date: February 15, 2012

AMERICAN STRATEGIC MINERALS CORPORATION

By: */s/ George Glasier*
Name: George Glasier
Title: President and Chief Executive Officer