

Fuse Science, Inc.  
Form 8-K  
November 19, 2013

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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) November 18, 2013**

**FUSE SCIENCE, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Nevada**

**(State or Other Jurisdiction  
of Incorporation)**

**000-22991      87-0460247**  
**(Commission   (IRS Employer**  
**File Number)   Identification No.)**

**6135 NW 167<sup>th</sup> Street, #E-21**  
**33015**  
**Miami Lakes, Florida**  
**(Address of Principal Executive Offices)   (Zip Code)**

**(305) 503-3873**  
**(Registrant's telephone number, Including Area Code)**

Check the appropriate box 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))

As used in this Current Report on Form 8-K and unless otherwise indicated, the terms the “**Company,**” “**Fuse,**” “**we,**” “**us,**” and “**our**” refer to Fuse Science, Inc., unless the context requires otherwise.

**Item 1.01. Entry Into a Material Definitive Agreement.**

The disclosure set forth below under **Item 3.02, Unregistered Sales of Equity Securities** is hereby incorporated by reference into this **Item 1.01.**

**Item 3.02 Unregistered Sales of Equity Securities.**

On November 18, 2013, we repurchased certain of our outstanding Series A Warrants (the “**Series A Warrants**”) and Exchange Warrants (the “**Exchange Warrants**”) from the holders thereof (the “**Holders**”) through an exchange offer. The Series A Warrants were issued on March 7, 2013 pursuant to a Securities Purchase Agreement dated March 4, 2013, among the Company and certain investors and were scheduled to expire on March 7, 2018. The Exchange Warrants were issued in a private exchange offer completed on March 14, 2013 and were scheduled to expire on March 14, 2018. The current exchange offer reflects Fuse’s ongoing efforts to reduce its market overhang.

Under Exchange Agreements entered into between the Company and the Holders, the Holders of Series A Warrants to purchase an aggregate of 4,323,199 shares of our common stock and Exchange Warrants to purchase an aggregate of 8,530,791 shares of our common stock agreed to exchange their Series A Warrants and/or their Exchange Warrants for an aggregate of 13,135,545 shares of our common stock (the “**Exchange Shares**”).

The Exchange Shares are being issued to the Holders pursuant to the exemption from registration afforded by Section 3(a)(9) of the Securities Act of 1933, as amended.

**SIGNATURE**

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.

**FUSE SCIENCE, INC.**

By: /s/ Brian Tuffin

Brian Tuffin, Chief Executive Officer and Acting Chief Financial Officer

Dated: November 19, 2013