

Sugarmade, Inc.
Form 8-K/A
February 27, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K/A

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 6, 2017

Commission file number 000-23446

SUGARMADE, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

94-3008888

(I.R.S. Employer
Identification No.)

167 N. Sunset Ave., City of Industry, CA 91744

(Address of principal executive offices) (Zip Code)

(888) 982-1628

(Registrant's telephone number, including area code)

N/A

(Former name, former address and former fiscal year, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company 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))

Explanatory Note

Sugarmade, Inc. (the “Company”) hereby files this current report on Form 8-K/A (“Amendment No. 1”) to amend the original Form 8-K filed with the Securities and Exchange Commission on February 15, 2017 (the “Original Form 8-K”), for the sole purpose of including Exhibit 16.1 to the Original Form 8-K.

Item 4.01 Change in Registrant's Certifying Accountant

On February 6, 2017, the Board of Directors of Sugarmade, Inc. (the "Company") dismissed Anton & Chia, LLP ("A&C") as the principal auditor for the Company. The Company's Board of Directors approved the dismissal of A&C on February 6, 2017. The principal accountant's report on the financial statements for the period from September 30, 2014 to and as of September 30, 2016 did not contain an adverse opinion or a disclaimer of opinion, nor did such statements contain qualifiers or modifiers as to uncertainty, audit scope, or accounting principles. There were no disagreements with A&C whether or not resolved, on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to A&C's satisfaction, would have caused it to make reference to the subject matter of the disagreement in connection with its report on the Company's financial statements. The Company is in process of retaining a new auditor.

During the Company's 2016 fiscal year and through to the date of this Current Report on Form 8-K, (1) there were no disagreements with A&C on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which, if not resolved to the satisfaction of A&C, would have caused A&C to make reference to the subject matter of the disagreements in connection with their report, and (2) there were no "reportable events" as that term is defined in Item 304(a)(1)(v) of Regulation S-K.

The audit report of A&C on our financial statements as of and for the year ended June 30, 2016 did not contain an adverse opinion or disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope, or accounting principles, except relevant to the audit report for the year ended June 30, 2016, which stated as follows:

"The accompanying consolidated financial statements have been prepared assuming that the Company will continue as a going concern. As discussed in Note 2 to the consolidated financial statements, these conditions raise substantial doubt about its ability to continue as a going concern. Management's plans in regard to these matters are also described in Note 2. The consolidated financial statements do not include any adjustments relating to the recoverability and classification of asset carrying amounts or the amount and classification of liabilities that might result should the Company be unable to continue as a going concern."

We have requested that A&C furnish us with a letter addressed to the Commission stating whether it agrees with the above statements.

On or about February 14, 2017, the Company's Board of Directors approved the engagement of BF Borgers CPA PC ("Borgers") as its principal auditor. During the Company's two most recent fiscal years or subsequent interim period, the Company has not consulted with the entity of Borgers regarding the application of accounting principles to a specific transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements, nor did the entity of Borgers provide advice to the Company, either written or oral, that was an important factor considered by the Company in reaching a decision as to the accounting, auditing or

financial reporting issue

Item 9.01. Financial Statements and Exhibits.

A. None

B. Exhibits

Number Exhibit

16.1 Letter from Anton & Chia, LLP dated February 21, 2017, regarding change in Registered Public Accounting Firm (filed herewith.)

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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.

SUGARMADE, INC.

Date: February 24, 2017 By: */s/ Jimmy Chan*
Name: Jimmy Chan
Title: Chief Executive Officer