
**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): September 30, 2018

nFűsz, Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

000-55314
(Commission
File Number)

90-1118043
(I.R.S. Employer
Identification Number)

344 S. Hauser Boulevard, Suite 414
Los Angeles, California 90036
(Address of principal executive office, including zip code)

(855) 250-2300
(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 3 - Securities and Trading Markets

Item 3.02 Unregistered Sales of Equity Securities.

On September 30, 2018, nFüz, Inc. (“we” or “our”) sold and issued an aggregate of 10,213,380 restricted shares of our common stock to our Chief Executive Officer, Rory Cutaia, pursuant to his exercise in full, on a cashless basis, of certain Common Stock Purchase Warrants that we previously granted to him, as follows:

<u>Grant Date</u>	<u>Number of Warrant Shares</u>	<u>Exercise Price</u>	<u>Number of Exercised Shares</u>
December 1, 2015	8,920,593	\$ 0.07	7,359,489
April 4, 2016	2,452,325	\$ 0.07	2,023,168
August 4, 2017	1,329,157	\$ 0.15	830,723

On September 30, 2018, we sold and issued an aggregate of 11,264,825 restricted shares of our common stock to Mr. Cutaia, pursuant to his conversion in whole or in part of certain Convertible Promissory Notes that we previously sold to him, as follows:

<u>Sale Date</u>	<u>Amount of Debt Converted</u>	<u>Conversion Price</u>	<u>Number of Converted Shares</u>
December 1, 2015	\$ 374,665	\$ 0.07	5,352,357
April 4, 2016	\$ 102,998	\$ 0.07	1,471,397
December 1, 2015	\$ 189,000	\$ 0.07	2,700,000
April 4, 2016	\$ 212,875	\$ 0.07	1,741,071

We issued the above-referenced shares of our restricted common stock pursuant to the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended. We relied on such exemption as there was only one issuee, our chief executive officer, and no general solicitation. Further, the original grants of the warrants and the original sales of the convertible promissory notes may have constituted the sales of the above-referenced shares. Such grants and sales were also made pursuant to the exemption from registration provided by Section 4(a)(2) of the Securities Act.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this current report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 4, 2018

nFüz, Inc.

By: /s/ Rory J. Cutaia

Name: Rory J. Cutaia

Title: Chairman and Chief Executive Officer
