
**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 20, 2017**

DigiPath, Inc.

(Exact name of registrant as specified in charter)

Nevada

(State or other Jurisdiction of Incorporation or Organization)

000-54239

(Commission
File Number)

27-3601979

(IRS Employer
Identification No.)

**6450 Cameron Street, Suite 113
Las Vegas, NV 89118**

(Address of Principal Executive
Offices and zip code)

(702) 527-2060

(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 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(b) under the Exchange Act (17 CFR 240.14a-12(b))
- 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))
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Item 3.02 Unregistered Sales of Equity Securities.

On February 21, 2017, the Company sold five “Units” to an individual accredited investor at a price of \$50,000 per Unit, each Unit consisting of 285,715 shares of the Company’s common stock and a three (3) year warrant to purchase 142,857 shares of the Company’s common stock at an exercise price of \$0.26 per share. Proceeds to the Company from the sale of the Units in the offering were \$250,000. The sale of the Units to the investor was exempt from registration pursuant to Section 4(a)(2) of the Securities Act of 1933 and Regulation D promulgated thereunder.

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.

DigiPath, Inc.

Date: February 24, 2017

By: */s/ Todd Peterson*

Todd Peterson
Chief Financial Officer
