

FREESTONE RESOURCES, INC.

Form 8-K

February 19, 2014

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

February 18 2014

Date of Report (Date of earliest event reported)

**Freestone Resources, Inc.**

(Exact name of registrant as specified in its charter)

Nevada

000-28753

90-0514308

(State or other jurisdiction of incorporation) (Commission File No.) (I.R.S. Employer Identification No.)

Republic Center, Suite 1350 325 N. St. Paul St. Dallas, TX 75201

(Address of Principal Executive Offices)

214-880-4870

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(Issuer Telephone number)

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 (see General Instruction A.2 below):

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 18, 2014 Freestone Resources, Inc. (the “Company”) issued shares of the Company’s common stock to certain directors, officers and consultants for services rendered to the Company.

Clayton Carter, the Company’s Director and Chief Executive Officer, received 1,000,000 shares of the Company’s common stock, G. Don Edwards, the Company’s Director and Chief Investment Officer, received 1,000,000 shares of the Company’s common stock, and James Carroll, the Company’s Director and Chief Financial Officer received 100,000 shares of the Company’s common stock.

The Company also issued 500,000 shares of the Company’s common stock to consultants as consideration for services rendered to the Company.

In each case, the certificates representing the shares carry a legend that the shares may not be transferred without compliance with the registration requirements of the Securities Act of 1933 or in reliance upon an exemption therefrom. For each of these transactions, the Company relied upon Section 4(2) of the Securities Act of 1933 as an exemption from the registration requirements of the Act.

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.

FREESTONE RESOURCES, INC.

February 18, 2014 By: /s/ Clayton Carter  
Clayton Carter

Chief Executive Officer



