

Where Food Comes From, Inc.
Form 8-K
July 03, 2014

**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): **July 1, 2014**

WHERE FOOD COMES FROM, INC.

(Exact Name of Registrant as Specified in its Charter)

Colorado
(State or Other Jurisdiction of
Incorporation) **333-133634**
(Commission File Number) **43-1802805**
(I.R.S. Employer Identification No.)

221 Wilcox, Suite A
Castle Rock, Colorado
(Address of Principal Executive Offices) **80104**
(Zip Code)
(303) 895-3002
(Registrant's Telephone Number, Including Area Code)

Not applicable
(Former name or former address, if changed since last report.)

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))

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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 July 1, 2014, Where Food Comes From, Inc. (the "Company") completed the sale of 900,000 shares of its common stock ("Shares") to two investors for aggregate gross proceeds to the Company of \$1,800,000. The sale was exempt under Rule 506 of Regulation D, promulgated under the Securities Act of 1933, as amended, on the basis that the offering was limited to accredited investors and involves no general solicitation or advertising. No fees were paid in connection with the transaction, as it was a non-brokered placement and no registration rights were granted to the investors.

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.

**WHERE FOOD
COMES FROM,
INC.**
(Registrant)

By: */s/*
Dannette
Henning
Dannette
Henning
Chief
Financial
Officer

Date: July 3, 2014