

MAGNEGAS APPLIED TECHNOLOGY SOLUTIONS, INC.

Form 8-K

October 22, 2018

**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): **October 17, 2018**

**MAGNEGAS APPLIED TECHNOLOGY SOLUTIONS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**                      **001-35586**    **26-0250418**  
(State or other jurisdiction    (Commission    (IRS Employee

of incorporation)              File Number) Identification No.)

**11885 44th Street North**

**Clearwater, FL 33762**

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(727) 934-3448**

(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 (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))

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.

**Item 1.01 Entry into a Material Definitive Agreement.**

On October 17, 2018, MagneGas Applied Technology Solutions, Inc. (the “Company”) entered into a Securities Purchase Agreement (“SPA”) with Ronald Ruyle, Charlotte Ruyle, Jered Ruyle and Jansen Ruyle (collectively, the “Sellers”) and Paris Oxygen Company, a Texas corporation (“Paris”) for the purchase of all of the issued and outstanding capital stock of Paris by the Company. A copy of the SPA is attached hereto as Exhibit 10.1. Under the terms of the SPA, the Company purchased one hundred percent (100%) of Paris’s issued and outstanding capital stock for the gross purchase price of \$1,250,000 (“Paris Stock”). The SPA includes certain other terms and conditions which are typical in securities purchase agreements. Effective at closing, the Company commenced business operations at its new location in Texas.

The above description of the Securities Purchase Agreement does not purport to be complete and is qualified in its entirety by the full text of such Securities Purchase Agreement, which is incorporated herein and attached hereto as Exhibit 10.1.

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

The information provided in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.01.

**Item 8.01 Other Events.**

On October 22, 2018, the Company issued a press release announcing Transaction.

A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit No.** **Description**

10.1 Securities Purchase Agreement dated October 17, 2018.

99.1 Press Release of MagneGas Applied Technology Solutions, Inc. dated October 22, 2018.

**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.

Date: October 22, 2018

**MAGNEGAS APPLIED  
TECHNOLOGY**

**SOLUTIONS, INC.**

*/s/ Ermanno Santilli*  
By: Ermanno Santilli  
Its: Chief Executive Officer

