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PROTON LABORATORIES INC

Form 8-K

July 19, 2006

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 18, 2006

PROTON LABORATORIES, INC.
Exact name of registrant as specified in its charter)

WASHINGTON	000-31883	91-2022700
State or other	(Commission	(I.R.S. Employer
jurisdiction	File Number)	Identification No.)
of incorporation)		

1135 Atlantic Avenue, Suite 101, Alameda, CA	94501
(Address of principal executive offices)	(Zip Code)

Registrant's telephone number, including area code: (510) 865-6412

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(b) under the Exchange Act (17 CFR 240.14a12(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)).

ITEM 3.02 Unregistered Sales of Equity Securities

In July 2006, we sold an aggregate of 3,685,000 shares of common stock to 24 investors for aggregate proceeds of \$683,000 in cash. We issued these securities in reliance on Section 4(2) of the Securities Act. There was no underwriter. These transactions did not involve a public offering. The investors were knowledgeable about our operations and financial condition. The investors had knowledge and experience in financial and business matters that allowed them to evaluate the merits and risk of receipt of these securities.

In July 2006, we issued an aggregate of 1,851,250 shares of common stock to five consultants as payment in-kind for services rendered. We valued these shares at \$0.20 per share. We issued these securities in reliance on Section 4(2) of the Securities Act. There was no underwriter. These transactions did not involve a public offering. The investors were knowledgeable about our operations and financial condition. The investors had knowledge and experience

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in financial and business matters that allowed them to evaluate the merits and risk of receipt of these securities.

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.

PROTON LABORATORIES, INC.

July 18, 2006

/s/ Edward Alexander
Edward Alexander, CEO