

Bergio International, Inc.
Form 8-K
January 06, 2012

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): **December 23, 2011**

BERGIO INTERNATIONAL INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

333-150029
(Commission File Number)

27-1338257
(I.R.S. Employer
Identification Number)

12 Daniel Road
East Fairfield, NJ 07004
(Address of principal executive offices) (Zip Code)

(973) 227-3230
(Registrant's telephone number, including area code)

Written communication 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 40.13e-4(c))

Item 1.01 Entry into a Material Definitive Agreement.

On December 23, 2011, Bergio International Inc. (the Company) finalized a committed equity facility (the Equity Facility) with TCA Global Credit Master Fund, LP, a Cayman Islands limited partnership (TCA), whereby the parties entered into (i) a committed equity facility agreement (the Equity Agreement) and (ii) a registration rights agreement (the Registration Rights Agreement).

Committed Equity Facility Agreement

On December 23, 2011, the Company entered into the Equity Agreement with TCA. Pursuant to the terms of the Equity Agreement, for a period of twenty-four (24) months commencing on the date of effectiveness of the Registration Statement (as defined below), TCA shall commit to purchase up to \$2,500,000 of the Company's common stock, par value \$0.001 per share (the Shares), pursuant to Advances (as defined below), covering the Registrable Securities (as defined below). The purchase price of the Shares under the Equity Agreement is equal to ninety-five percent (95%) of the lowest daily volume weighted average price of the Company's common stock during the five (5) consecutive trading days after the Company delivers to TCA an Advance notice in writing requiring TCA to advance funds (an Advance) to the Company, subject to the terms of the Equity Agreement.

The Registrable Securities include (i) the Shares; and (ii) any securities issued or issuable with respect to the Shares by way of exchange, stock dividend or stock split or in connection with a combination of shares, recapitalization, merger, consolidation or other reorganization or otherwise.

As further consideration for TCA entering into and structuring the Equity Facility, the Company shall pay to TCA a fee by issuing to TCA that number of shares of the Company's common stock that equal a dollar amount of one hundred and twenty-five thousand dollars (\$125,000) (the Facility Fee Shares). The Facility Fee Shares shall be issued by the Company to TCA in four (4) quarterly installments, the first of such issuances being the date of execution of the Equity Agreement. It is the intention of the Company and TCA that the value of the Facility Fee Shares shall equal \$125,000. In the event the value of the Facility Fee Shares issued to TCA does not equal \$125,000 after a ninth month evaluation date, the Equity Agreement provides for an adjustment provision allowing for necessary action to adjust the number of shares issued.

Registration Rights Agreement

On December 23, 2011, the Company entered into the Registration Rights Agreement with TCA. Pursuant to the terms of the Registration Rights Agreement, the Company is obligated to file a registration statement (the Registration Statement) with the U.S. Securities and Exchange Commission (the SEC) to cover the Registrable Securities by February 6, 2012. The Company must use its commercially reasonable efforts to cause the Registration Statement to

be declared effective by the SEC by a date that is no later than March 22, 2012.

The above descriptions of the Equity Agreement and Registration Rights Agreement do not purport to be complete and are qualified in their entirety by the full text of the document themselves.

Item 3.02 Unregistered Sales of Equity Securities

In addition, the Company is relying on an exemption from the registration requirements of the Securities Act of 1933, as amended, for the private placement of our securities under the Equity Agreement pursuant to Section 4(2) of the Act and/or Rule 506 of Regulation D promulgated thereunder. The transaction does not involve a public offering, TCA is an accredited investor and/or qualified institutional buyer and TCA has access to information about us and its investment.

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.

BERGIO INTERNATIONAL INC.

Date: January 6, 2012

By: /s/ Berge Abajian
Name: Berge Abajian
Title: Chief Executive Officer

