

PCS EDVENTURES COM INC
Form 8-K
March 08, 2016

**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

March 8, 2016

Date of Report

[Date of Earliest Event Reported]

PCS EDVENTURES!.COM, INC.

(Exact name of Registrant as specified in its Charter)

IDAHO 000-49990 82-0475383
(State or Other Jurisdiction (Commission (I.R.S. Employer
of Incorporation) File Number) Identification No.)

345 Bobwhite Court, Suite 200

Edgar Filing: PCS EDVENTURES COM INC - Form 8-K

Boise, Idaho 83706

(Address of Principal Executive Offices)

(208) 343-3110

(Registrant's Telephone Number, including area code)

N/A

(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 14-a-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))

FORWARD-LOOKING STATEMENTS

Except for historical facts, all matters discussed in the Press Release attached to this Current Report, which are forward-looking, involve a high degree of risk and uncertainty. Certain statements in this Press Release set forth management's intentions, plans, beliefs, expectations, or predictions of the future based on current facts and analyses. When we use the words "believe", "expect", "anticipate", "estimate", "intend" or similar expressions, we intend to identify forward-looking statements. You should not place undue reliance on these forward-looking statements. Actual results may differ materially from those indicated in such statements, due to a variety of factors, risks and uncertainties. Potential risks and uncertainties include, but are not limited to, competitive pressures from other companies within the Educational Industries, economic conditions in the Company's primary markets, exchange rate fluctuation, reduced product demand, increased competition, inability to produce required capacity, unavailability of financing, government action, weather conditions and other uncertainties, including those detailed in the Company's SEC filings. The Company assumes no duty to update forward-looking statements to reflect events or circumstances after the date of such statements.

Item 7.01 Regulation FD Disclosure.

See Item 9.01, Exhibit 99, regarding a Press Release disseminated on March 8, 2016, regarding a Memorandum of Understanding (the "MOU") with Unmanned Aerial Systems Ltd. of London, England ("UAS").

The information contained in this Item 7.01 and 9.01 in Exhibit 99, along with all references, is being furnished, and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to liability under such Section 18. Furthermore, the information contained in this Item 7.01 and in Exhibit 99 shall not be deemed to be incorporated by reference into our filings under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act.

Item 8.01 Other Events.

Effective February 29, 2016, the Company entered into a Memorandum of Understanding (the "MOU") with Unmanned Aerial Systems Ltd. of London, England ("UAS"). The MOU establishes a framework and relationship between the two companies to promote the PCS Thrust-UAV racing drone, the Riot, at the Dubai Grand Prix First Person View (FPV) drone race the weekend of March 9-11, 2016. In addition to the Dubai Grand Prix collaboration, the parties are in exploratory discussions regarding a distribution agreement in which UAS would distribute our Thrust products in the UK and Qatar.

Item 9.01 Financial Statements and Exhibit

(b) Exhibit No. Exhibit Description

99 Press Release dated March 8, 2016.

2

SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this Current Report to be signed on its behalf by the undersigned hereunto duly authorized.

PCS EDVENTURES!.COM, INC.

Dated:

March
8,
2016 By: */s/ Robert O. Grover*

Robert O. Grover
Executive Vice President

