

Skkynet Cloud Systems, Inc.
Form 8-K
December 01, 2015

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): **November 24, 2015**

SKKYNET CLOUD SYSTEMS, INC.

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction of
Incorporation)

000-54747
(Commission File Number)

45-3757848
(IRS Employer Identification No.)

2233 Argentia Road, Suite 306, Mississauga, Ontario, Canada L5N 2X7

(Address of Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: **(888) 628-2028**

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):

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- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

- o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

- o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 5.02 - Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 24, 2015, Skkyenet Cloud Systems, Inc. (the "Company") entered into settlement and release agreements with the certain officers and directors of the Company set forth below for the forgiveness of the accrued but unpaid salary due to each as of October 31, 2015 in the amounts set forth below ("Settlement and Release Agreement for Options"). In consideration of forgiveness of the amounts due and the respective releases, each officer was granted options to purchase the number of shares of the Company's Common Stock, \$0.001 par value per share (the "Common Stock") indicated below at a per share exercise price of \$0.001. The vesting of each option grant is as of the date of the grant.

| Officer/Optionee | Forgiven Accrued/Unpaid Salary as of October 31, 2015 | Number of Shares of Common Stock Underlying Options |
|---|--|--|
| Andrew S. Thomas Chief Executive Officer | \$ 151,453.00 | 144,200 |
| Paul M. Benford Chief Operating Officer | \$ 89,806.00 | 85,500 |
| Paul E. Thomas President and Secretary | \$ 89,806.00 | 85,500 |
| Norman Evans Director | \$ 32,500.00 | 31,000 |
| Kenneth Jennings Director | \$ 32,500.00 | 31,000 |

On November 24, 2015, the Company entered into settlement and release agreements with an officer and director of the Company set forth below for the forgiveness of the accrued but unpaid salary due to each as of October 31, 2015 in the amounts set forth below ("Settlement and Release Agreement for Shares"). In consideration of forgiveness of the amounts due and the respective releases, each officer and director was granted shares of the Company's Common Stock, \$0.001 par value per share indicated below.

| Officer/Director | Forgiven Accrued/Unpaid Salary as of October 31, 2015 | Number of Shares of Common Stock |
|-------------------------|--|---|
|-------------------------|--|---|

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Lowell Holden

| | | | |
|-------------------------|----|-----------|--------|
| Chief Financial Officer | \$ | 52,600.00 | 50,100 |
|-------------------------|----|-----------|--------|

John X. Adiletta

| | | | |
|----------|----|-----------|--------|
| Director | \$ | 32,500.00 | 31,000 |
|----------|----|-----------|--------|

The shares of Common Stock will be issued in reliance upon an exemption from registration provided by Rule 506 of Regulation D of the Securities Act of 1933, as amended (the "Securities Act"). All shares of Common Stock underlying the respective options will be restricted in accordance with Rule 144 of the Securities Act upon exercise.

ITEM 3.02 - Unregistered Sale of Equity Securities.

All information set forth under Item 5.02 of this Current Report on Form 8-K is hereby incorporated hereunder by reference.

ITEM 9.01 - Financial Statements and Exhibits.

| Exhibit No. | Description of Exhibit |
|--------------------|--|
| 10.1* | Form of Settlement and Release Agreement for Options |
| 10.2* | Form of Settlement and Release Agreement for Shares |

*filed herewith

SIGNATURES

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

SKKYNET CLOUD SYSTEMS, INC.

December 1, 2015

By: */s/ Paul E. Thomas*
Paul E. Thomas

President and Secretary