
**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 25, 2019**

CURRENCYWORKS INC.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-55049
(Commission
File Number)

27-3098487
(IRS Employer
Identification No.)

4101 Redwood Ave., Building F, Los Angeles, CA 90066
(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code: **424.570.9446**

Not applicable
(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:

- 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 3.02 Unregistered Sales of Equity Securities.

On October 25, 2019, we issued 333,333 shares of our common stock to one creditor of our company in settlement of debt owed by our company to the creditor in the amount of \$100,000.

On November 7, 2019, we issued 93,226 shares of our common stock to a consultant in consideration for settlement of \$15,000 worth of services provided by the consultant to our company.

333,333 shares were issued to one non-U.S. person (as that term is defined in Regulation S of the *Securities Act of 1933*, as amended) in an offshore transaction relying on Regulation S and/or Section 4(a)(2) of the *Securities Act of 1933*, as amended and 93,226 shares were issued pursuant to the exemption from registration under the *Securities Act of 1933*, as amended, provided by Section 4(a)(2) and/or Rule 506 of Regulation D promulgated under the *Securities Act of 1933*, as amended, to one consultant of which is an “accredited investor” within the meaning ascribed to that term in Regulation D; and (ii).

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.

CURRENCYWORKS INC.

/s/ Bruce Elliott

Bruce Elliott
President

November 15, 2019
