

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

July 2, 2013 (July 2, 2013)

Date of Report (*Date of earliest event reported*)

TOUCHPOINT METRICS, INC.

(Exact name of registrant as specified in its charter)

California

(State or other jurisdiction of incorporation)

000-54918

(Commission File Number)

26-0030631

(IRS Employer Identification No.)

201 Spear Street, Suite 1100, San Francisco, California

(Address of principal executive offices)

94105

(Zip Code)

+415-526-2651

Registrant's telephone number, including area code

Not applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K 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))

Item 3.02 Unregistered Sales of Equity Securities.

On July 2, 2013, we completed the initial tranche of a private placement offering of up to 6,000,000 Shares at a price of US\$0.35 per Share. We issued an aggregate 2,948,856 Shares, at a price of US\$0.35 per Share, for total proceeds of US\$1,032,100 to an aggregate 60 investors in connection with the completion of the sales of equity securities in transactions that have not been registered under the United States *Securities Act of 1933*, as amended (the “**Securities Act**”) and that have not been reported on our previously filed periodic reports filed under the United States *Securities Exchange Act of 1934*, as amended (the “**Exchange Act**”) pursuant to Rule 903 of Regulation S of the Securities Act. We completed this offering of the Shares pursuant to Rule 903 of Regulation S of the Securities Act on the basis that the sale of the Shares was completed in “offshore transactions”, as defined in Rule 902(h) of Regulation S. We did not engage in any “directed selling efforts”, as defined in Regulation S, in the United States in connection with the sale of the Shares. The investors represented to us that the investors were not U.S. persons, as defined in Regulation S, and were not acquiring the Shares for the account or benefit of a U.S. person. The subscription agreements executed between us and the investors included statements that the securities had not been registered pursuant to the Securities Act and that the securities may not be offered or sold in the United States unless the securities are registered under the Securities Act or pursuant to an exemption from the Securities Act. The investors agreed by execution of the subscription agreement for the Shares: (i) to resell the securities purchased only in accordance with the provisions of Regulation S, pursuant to registration under the Securities Act or pursuant to an exemption from registration under the Securities Act; (ii) that we are required to refuse to register any sale of the securities purchased unless the transfer is in accordance with the provisions of Regulation S, pursuant to registration under the Securities Act or pursuant to an exemption from registration under the Securities Act; and (iii) not to engage in hedging transactions with regards to the securities purchased unless in compliance with the Securities Act. All securities issued were endorsed with a restrictive legend confirming that the securities had been issued pursuant to Regulation S of the Securities Act and could not be resold without registration under the Securities Act or an applicable exemption from the registration requirements of the Securities Act.

Item 7.01 Regulation FD Disclosure

On July 2, 2013 the Company issued the attached news release entitled “Touchpoint Completes Initial Tranche of Private Placement Offering” announcing that it has completed the private placement offerings described in Item 1.01 and Item 3.02 of this Report. A copy of the news release is attached as Exhibit 99.1 and incorporated herein by reference.

In accordance with General Instruction B.2 of Form 8-K, the information in Item 7.01 of this Report, including the exhibits attached hereto which are incorporated herein by reference, shall not be deemed “filed” for purposes of Section 18 of the Exchange Act, nor shall such information be deemed incorporated by reference in any filing under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit Number</u>	<u>Document</u>
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99.1	News release dated July 2, 2013 ⁽¹⁾
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⁽¹⁾Filed as an exhibit to this current report on Form 8-K.

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.

TOUCHPOINT METRICS, INC.

Date: July 2, 2013

By: MICHAEL HINSHAW

Name: Michael Hinshaw

Title: Chief Executive Officer and Chief Financial Officer

**NOT FOR DISTRIBUTION TO UNITED STATES WIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES**

**Touchpoint Metrics Completes Initial Tranche
of Non-Brokered Private Placement**

San Francisco, California, July 2, 2013 - Touchpoint Metrics, Inc. (OTCBB: TPOI) (the “**Company**”), is pleased to announce that the Company has completed the initial tranche of its non-brokered private placement of up to 6,000,000 shares of common stock (the “**Shares**”), at a price of US\$0.35 per Share (the “**Offering**”). The Company has issued a total of 2,948,856 Shares at a price of US\$0.35 per Share for aggregate proceeds of US\$1,032,100. All Shares were issued in reliance of Rule 903 of Regulation S of the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”) and available exemptions from the prospectus requirements under applicable Canadian securities laws. No commissions were paid by the Company in connection with the Offering. The proceeds from the Offering will be used for general corporate purposes, including infrastructure, product development, marketing and sales and working capital.

This news release does not constitute an offer to sell or solicitation of an offer to buy any of the Company's securities in the United States. The securities have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration requirements is available. The Shares issued under the Offering are “restricted securities” under the U.S. Securities Act and are also subject to a minimum four month hold period under Canadian securities laws.

For more information, please contact

Touchpoint Metrics, Inc.
(415) 526-2655
info@tpmetrics.com

Forward Looking Information

Certain disclosure in this release, including statements regarding the completion of the private placement, constitute forward-looking statements. In making the forward-looking statements in this release, the Company has applied certain factors and assumptions that are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company, including that the Company is able to obtain any government or other regulatory approvals required to complete the balance of the private placement and that the Company is able to complete the private placement. Although the Company considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect, and the forward-looking statements in this release are subject to numerous risks, uncertainties and other factors that may cause future results to differ materially from those expressed or implied in such forward-looking statements. Readers are cautioned not to place undue reliance on forward-looking statements. The Company does not intend, and expressly disclaims any intention or obligation to, update or revise any forward-looking statements whether as a result of new information, future events or otherwise, except as required by law.

No regulatory authority nor any regulation services provider has approved or disapproved the information contained in this news release