Sugarmade, Inc.
Form 8-K
August 16, 2018

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): August 14, 2018

Commission file number 000-23446

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

Delaware	**94-3008888**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
750 Royal Oaks Dr., Suite 108	**91016**
Monrovia, CA (Address of principal executive offices)	(Zip Code)

(626) 346-9512
(Registrant's telephone number, including area code)

(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))

Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review

On August 14, 2018, the management of Sugarmade, Inc. (the “Company”) concluded the Company’s previously issued financial statements filed on August 3, 2018 on Form 10-Q for the third fiscal quarter period ending March 31, 2018 (the “Restated Periods”), should no longer be relied upon due to the misclassification of an expense for the nine-month period ending March 31, 2018. Thus, the Company is filing Form 10-Q/A Amendment No. 1, restating selected financial reports as described herein and within Form 10-Q/A Amendment No. 1.

The restatement was caused by a clerical error where a previous version of financial statements was not removed and replaced with an updated version. Specifically, relative to the Consolidated Statement of Operations for the nine-month period ending on March 31, 2018, there was a misclassification of data against the Company’s three-month look back which caused the nine-month look back to have to be restated. The Company plans to file Form 10-Q/A Amendment No. 1 to correct the clerical error described above and to restate selected financial reports.

FORWARD-LOOKING STATEMENTS: This filing contains "forward-looking statements" within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements also may be included in other publicly available documents issued by the Company and in oral statements made by our officers and representatives from time to time. These forward-looking statements are intended to provide management's current expectations or plans for our future operating and financial performance, based on assumptions currently believed to be valid. They can be identified by the use of words such as "anticipate," "intend," "plan," "goal," "seek," "believe," "project," "estimate," "expect," "strategy," "future," "likely," "may," "should," "would," "could," "will" and other words of similar meaning in connection with a discussion of future operating or financial performance. Examples of forward looking statements include, among others, statements relating to future sales, earnings, cash flows, results of operations, uses of cash and other measures of financial performance.

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.

SUGARMADE, INC.

Date: August 14, 2018 By: */s/ Jimmy Chan*

Name: Jimmy Chan
Title: Chief Executive Officer