

Janus Resources, Inc.
Form 4
December 03, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
RAYAT HARMEL S

(Last) (First) (Middle)

700 - 688 WEST HASTINGS STREET

(Street)

VANCOUVER, A1 V6B 1P1

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Janus Resources, Inc. [JANI]

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.00001	11/29/2013		P	3,500,000 (1)	\$ 42,564,800 (2)	D	
				A	0.43		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Series B Stock Purchase Warrant ⁽³⁾	\$ 0.43 ⁽³⁾	11/29/2013		P	3,500,000	11/29/2013	11/29/2013	Common Stock, par value \$0.00001	3,500,000
Series C Stock Purchase Warrant ⁽⁵⁾	\$ 0.43	11/29/2013		P	3,500,000	11/29/2013	11/29/2018	Common Stock, par value \$0.00001	3,500,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
RAYAT HARMEL S 700 - 688 WEST HASTINGS STREET VANCOUVER, A1 V6B 1P1		X		

Signatures

Harmel S. Rayat 12/03/2013
 **Signature of Date
 Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) On November 29, 2013, Kalen Capital Corporation (KCC), a private corporation solely owned by Mr. Harmel S. Rayat, entered into a subscription agreement with Janus Resources, Inc. pursuant to which KCC purchased 3,500,000 units of Janus' equity securities at a purchase price of \$0.43 per unit (the Units). Each Unit consisted of: (i) one (1) share of Janus common stock; (ii) one (1) Series B Stock Purchase Warrant; and (iii) one (1) Series C Stock Purchase Warrant.
 - (2) Calculated pursuant to Rule 13d-3(d) of the Exchange Act; includes 7,000,000 shares issuable upon exercise of outstanding warrants owned by Mr. Rayat.
 - (3) As part of the Units KCC received 3,500,000 Series B Stock Purchase Warrants (the Series B Warrants) exercisable for an equal number of shares of common stock for a period five (5) years. The Series B Warrants are exercisable at a price of \$0.43 per share if exercised within the first eighteen (18) months, or \$0.46 per share if exercised thereafter. The Series B Warrants may be exercised on a cashless basis.
 - (4) The Series B Warrants were included as part of the Units; no separate consideration was paid for the Series B Warrants.
 - (5) As part of the Units KCC received 3,500,000 Series C Stock Purchase Warrants (the Series C Warrants) exercisable for an equal number of shares of common stock for a period five (5) years. The Series C Warrants are exercisable at a price of \$0.43 per share if exercised

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within the first eighteen (18) months, or \$0.49 per share if exercised thereafter. The Series C Warrants may be exercised on a cashless basis.

(6) The Series C Warrants were included as part of the Units; no separate consideration was paid for the Series C Warrants.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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