

Merriman Holdings, Inc  
Form 8-K  
May 01, 2013

**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): April 26, 2013**

**MERRIMAN HOLDINGS, INC.**

**(Exact Name of Registrant as Specified in Charter)**

<b>Delaware</b>	<b>001-15831</b>	<b>11-2936371</b>
<b>(State or Other Jurisdiction</b>	<b>(Commission File Number)</b>	<b>(IRS</b>
<b>of Incorporation)</b>		<b>Employer</b>
		<b>Identification</b>
		<b>No.)</b>

**600 California Street, 9th Floor,  
San Francisco, California 94108**

**(Address of Principal Executive Offices) (Zip Code)**

**Registrant's telephone number, including area code (415) 248-5600**

**(Former Name or Former Address, if Changed Since Last Report)**

**Item 3.02 Unregistered Sales of Equity Securities.**

On April 26, 2013, the Company entered into a definitive agreement (the "Stock Purchase Agreement") for the sale and issuance of 24,333,000 shares of Common Stock at a price per share of \$0.03, resulting in total proceeds to the Company of \$730,000 (the "Second Closing"). This transaction was on identical terms to those agreed in the sale and issuance of shares of Common Stock on March 28, 2013, which were disclosed in a previously filed Current Report on Form 8-K, and was consummated using definitive documents in the form previously filed with that 8-K.

For each share of Common Stock purchased the investors received a warrant to purchase 0.25 shares of Common Stock at a price of \$0.04 per share, for a term of five years. A total of 6,083,000 warrants were issued in the Second Closing. One or more additional closings are anticipated. The Stock Purchase Agreement is attached hereto as an exhibit.

No underwriters, underwriting discounts or commissions were involved in the Second Closing.

**Item**  
**9.01(d) Exhibits**

99.1 Press release dated May 1, 2013 announcing Second Closing.

SIGNATURE

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.

Merriman Holdings, Inc.

Date: May 1, 2013 By: /s/ D. JONATHAN MERRIMAN  
D. Jonathan Merriman  
Chief Executive Officer