

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): **September 16, 2019**

**REDHAWK HOLDINGS CORP.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State of Incorporation)

**000-54323**  
(Commission File Number)

**20-3866475**  
(I.R.S. Employer  
Identification No.)

**120 Rue Beauregard, Suite 206, Louisiana 70508**  
(Address of principal executive offices) (Zip Code)

**(337)269-5933**  
(Company's telephone number, including area code)

**N/A**  
(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))

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

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 2.03. – Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant**

The disclosures in the first two paragraphs of Item 7.01 of this Report are also responsive to this Item 2.03 and are hereby incorporated by reference into this Item 2.03.

**Item 7.01 – Regulation FD Disclosure.**

On September 16, 2019, RedHawk Holdings Corp. (the “Company”) issued a press release announcing the sale of \$500,000 in aggregate principal amount of new convertible notes (the “Notes”) in a private offering that is exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”). The Company intends to use the net proceeds of the offering of the Notes, after payment of related fees and expenses, to retire existing debt and to provide working capital.

The Notes mature on the fifth anniversary of the date of issuance and are convertible into shares of the Company’s common stock, par value \$0.001 per share, at a price of \$0.015 per share. Interest accrues at a rate of 7% per annum and is payable semi-annually. The Convertible Notes are secured by certain real property assets of the Company.

At closing, the Company issued to the Note purchasers a number of warrants exercisable ten years from the date of issuance for the purchase of an aggregate of 12,500,000 shares of the Company’s common stock (the “Warrant Shares”) at an exercise price of \$0.01 per Warrant Share.

A copy of this press release is furnished with this report as Exhibit 99.1 and is incorporated herein by reference.

**Certain Information**

The information furnished pursuant to Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1, is furnished and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits.**

### Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K contains forward-looking statements. Forward-looking statements are all statements other than statements of historical fact. Statements contained in this Current Report on Form 8-K that are not historical facts may be deemed to be forward-looking statements. The words “anticipate,” “may,” “can,” “plans,” “believes,” “estimates,” “expects,” “projects,” “targets,” “intends,” “likely,” “will,” “should,” “to be,” “potential” and any similar expressions are intended to identify those assertions as forward-looking statements.

Investors are cautioned that forward-looking statements are inherently uncertain. Actual performance and results may differ materially from that projected or suggested herein due to certain risks and uncertainties. In evaluating forward-looking statements, you should consider the various factors which may cause actual results to differ materially from any forward-looking statements including those listed in the “Risk Factors” section of our latest Annual Report on Form 10-K. Further, the Company may make changes to its business plans that could or will affect its results. Investors are cautioned that the Company will undertake no obligation to update any forward-looking statements.

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### 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.

Date: September 20, 2019

RedHawk Holdings Corp.

By: /s/ G. Darcy Klug

Name: G. Darcy Klug

Title: Interim Chief Executive Officer and Chief Financial Officer

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EX-99.1 2 g081861\_ex99-1.htm EXHIBIT 99.1

Exhibit 99.1

### FOR IMMEDIATE RELEASE SEPTEMBER 16, 2019

#### Media Contact:

Julie Calzone

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#### Company Contacts:

G. Darcy Klug, Chairman, CEO and CFO

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### REDHAWK COMPLETES INITIAL TRANCHE OF CAPITAL RAISE

**LAFAYETTE, LOUISIANA – RedHawk Holdings Corp. (OTC: SNDD)** (“RedHawk” or the “Company”) announced today that it has successfully completed the sale of \$500,000 in aggregate principal amount of new convertible notes (the “Initial Notes”) in a private offering that is exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”). In addition, the Company intends to offer, subject to market and other customary conditions, an additional \$500,000 in aggregate principal amount of new convertible notes (the “Additional Notes” and, together with the Initial Notes, the “Convertible Notes”) in a private offering that is exempt from registration under the Securities Act. The Company intends to use the net proceeds of the offering of the Convertible Notes and Additional Notes, after payment of related fees and expenses, to retire existing debt and to provide working capital for strategic and organic growth.

The Convertible Notes mature on the fifth anniversary of the date of issuance and are convertible into shares of the Company’s common stock, par value \$0.001 per share, at a price of \$0.015 per share (the “Note Shares”). Interest accrues at a rate of 7% per annum and is payable semi-annually. The Convertible Notes are secured by certain real property assets of the Company. Under certain circumstances, the Company may issue a notice of its intent to redeem, for cash, an amount equal to the sum of (a) 120% of the then outstanding principal balance, (b) accrued but unpaid interest and (c) all liquidated damages and other amounts due in respect of the Convertible Notes. The holder of the Convertible Notes has the right to convert all or any portion of the Convertible Notes at the conversion price at any time prior to redemption.

At closing, the Company issued to the Initial Note purchasers a number of warrants (the “Warrants”) exercisable ten years from the date of issuance for the purchase of an aggregate of 12,500,000 shares of the Company’s common stock (the “Warrant Shares” and collectively with the Convertible Notes, Note Shares and Warrants, the “Securities”) at an exercise price of \$0.01 per Warrant Share.

The Securities are being offered in a private placement pursuant to the exemptions from the registration requirements provided for in Regulation D and/or Section 4(a)(2) of the Securities Act. The Securities have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state securities or blue sky laws and foreign security laws.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any Securities, nor shall there be any sales of the Securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This press release is being issued pursuant to, and in accordance with, Rule 135c under the Securities Act.

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#### About RedHawk Holdings Corp.

RedHawk Holdings Corp., formerly Independence Energy Corp., is a diversified holding company which, through its subsidiaries, is engaged in sales and distribution of medical devices, sales of branded generic pharmaceutical drugs, commercial real estate investment and leasing, sales of point of entry full-

body security systems, and specialized financial services. Through its medical products business unit, the Company sells the Sharps and Needle Destruction Device (SANDD™), WoundClot Surgical - Advanced Bleeding Control, and the Carotid Artery Digital Non-Contact Thermometer. Through our United Kingdom based subsidiary, we manufacture and market branded generic pharmaceuticals. RedHawk Energy holds the exclusive U.S. manufacturing and distribution rights for the Centri Controlled Entry System, a unique, closed cabinet, nominal dose transmission full-body x-ray scanner.

**Cautionary Statement Regarding Forward-Looking Statements**

*This release may contain forward-looking statements. Forward-looking statements are all statements other than statements of historical fact. Statements contained in this release that are not historical facts including, among other things, the consummation of the offering of the Additional Notes, constitute forward-looking statements. The words “anticipate,” “may,” “can,” “plans,” “believes,” “estimates,” “expects,” “projects,” “targets,” “intends,” “likely,” “will,” “should,” “to be,” “potential” and any similar expressions are intended to identify those assertions as forward-looking statements.*

*Investors are cautioned that forward-looking statements are inherently uncertain. Actual performance and results may differ materially from that projected or suggested herein due to certain risks and uncertainties. In evaluating forward-looking statements, you should consider the various factors which may cause actual results to differ materially from any forward-looking statements including those listed in the “Risk Factors” section of our latest 10-K report. Further, the Company may make changes to its business plans that could or will affect its results. Investors are cautioned that the Company will undertake no obligation to update any forward-looking statements.*

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