

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): **November 4, 2020**

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.)

100 Petroleum Drive, Suite 200
Lafayette, 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 1.01. Entry into a Material Definitive Agreement.

Effective November 4, 2020, RedHawk Holdings Corp. (the "Company") agreed to purchase from Beechwood Properties, LLC ("Beechwood") 122,730,903 shares of the Company's common stock, \$0.001 par value per share, in exchange for 1,473 shares of the Company's 5% Series A Preferred Stock ("Series A Preferred Stock"), stated value of \$1,133.81 per share. The Company believes the acquisition of the shares of common stock from Beechwood, and having them available for potential future issuance, better positions the Company to execute on its business plan for growth opportunities. The stock purchase is expected to be completed during the quarter ending December 31, 2020.

Holders of the Series A Preferred Stock are entitled to receive cumulative dividends at a rate of 5% per annum, payable quarterly in cash, or at the Company's option, such dividends shall be accreted to, and increase, the stated value of the issued Series A Preferred Stock ("PIK dividends"). Holders of the Series A Preferred Stock are entitled to votes on all matters submitted to stockholders at a rate of ten votes for each share of common stock into which the Series A Preferred Stock may be converted. After six months from issuance, each share of Series A Preferred Stock is convertible, at the option of the holder, into the number of shares of Common Stock equal to the quotient of the stated value, as adjusted for PIK dividends, by \$0.015, as adjusted for stock splits and dividends.

G. Darcy Klug, the Company's Chairman of the Board and Chief Financial Officer, is the sole member and manager of Beechwood.

Item 3.02. Unregistered Sales of Equity Securities

The information disclosed under Item 1.01 is incorporated into this Item 3.02 in its entirety.

The securities issued to effect the share exchange described in Item 1.01 above were offered and will be issued in reliance upon an exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), as set forth in Section 4(a)(2) of the Securities Act and Rule 506(b) of Regulation D promulgated thereunder.

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: November 5, 2020

RedHawk Holdings Corp.

By: /s/ G. Darcy Klug

Name: G. Darcy Klug

Title: Chief Financial Officer
