

Toga Ltd
Form 8-K
January 16, 2019

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

January 9, 2018

Date of Report (Date of earliest event reported)

**Toga
Limited**
(Exact name of
registrant as
specified in its
charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

333-138951
(Commission
File Number)

98-0568153
(IRS Employer
Identification No.)

3960 Howard Hughes Pkwy

Suite 500

Las Vegas, Nevada
(Address of principal executive offices)

89169
(Zip Code)

(702) 990-3578

(Registrant's telephone number)

(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))

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 7.01 Regulation FD Disclosure.

On January 8, 2019, a spokesperson of Toga Limited (the “Company”), presented certain information at an informational meeting of the Company held in Bangkok, Thailand, at which time a number of the Company’s stockholders and others were present. The information presented included the following disclosures about the Company:

1. The Company intends to file a registration statement with the SEC (defined below) on Form S-1;

The spokesperson stated that it is the Company’s further goal to uplist onto Nasdaq, although there is no specific timing or manner for such uplisting at this time.

The furnishing of the above information is not an admission as to the materiality of any information herein. The information contained herein is summary information that is intended to be considered in the context of more complete information included, or to be included, in the Company’s filings with the U.S. Securities and Exchange Commission (the “SEC”) and other public announcements that the Company has made and may make from time to time by press release or otherwise. The Company undertakes no duty or obligation to update or revise the information contained in this report, although it made do so from time to time as its management believes is appropriate. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosures.

The information in this Item 7.01 of this Current Report on Form 8-K shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section of Sections 11 and 12(a)(2) of the Securities Act of 1933, as amended. The information contained in this Item 7.01 of this Current Report shall not be incorporated by reference into any filing with the SEC made by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing.

ITEM 9.01 Financial Statements and Exhibits.

Exhibits:

99.1 Slide Presentation made by the Company in Thailand.

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SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

TOGA LIMITED

DATED: January 16, 2019

By: */s/ Toh Kok Soon*

Toh Kok Soon

Chief Executive Officer and

Chief Financial Officer

(Principal Executive Officer and

Principal Financial and Accounting
Officer)