

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): **February 23, 2021**

**NATURALSHRIMP INCORPORATED**  
(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction  
of incorporation)

**000-54030**  
(Commission  
File Number)

**74-3262176**  
(IRS Employer  
Identification No.)

**15150 Preston Road, Suite #300**  
**Dallas, Texas 75248**  
(Address of principal executive offices)

Registrant's telephone number, including area code: **(888) 791-9474**

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 Act:

| <b>Title of each class</b> | <b>Trading Symbol(s)</b> | <b>Name of each exchange on which registered</b> |
|----------------------------|--------------------------|--|
| None                       | N/A                      | N/A  |

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 checkmark 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 8.01 Other Events.**

On February 23, 2021, NaturalShrimp Incorporated (the “Company”) issued a press release announcing that it has signed a Letter of Intent to acquire the aquaculture assets of Hydrenesis Aquaculture, LLC for \$12,500,000, consisting of \$5,500,000 in cash and the balance due in the Company’s common stock.

A copy of that press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

**Forward-Looking Statements**

This document contains “forward-looking statements” that involve substantial risks and uncertainties for purposes of the safe harbor provided by the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical facts, included in this communication regarding strategy, future operations, future financial position, prospects, plans and objectives of management are forward-looking statements. In addition, when or if used in this communication, the words “will,” “may,” “would,” “approximate,” “expect,” “intend,” and similar expressions and their variants may identify forward-looking statements. Examples of forward-looking statements include, but are not limited to, statements relating to the anticipated timing or results of the Company’s planned commercialization of its La Coste and VeroBlue plants. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors that could cause actual events to differ from expectations, including the risk factors included in the Company’s most recent Annual Report on Form 10-K and other periodic reports filed with the Securities and Exchange Commission. Except as required by applicable law, the Company undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

**Item 9.01. Financial Statements and Exhibits**

The exhibit listed in the following Exhibit Index is filed as part of this Current Report on Form 8-K.

| <b>Exhibit No.</b>   | <b>Description</b>   |
|----------------------|--|
| <a href="#">99.1</a> | Press Release Announcing the Letter of Intent to acquire the aquaculture assets of Hydrenesis Aquaculture, LLC |

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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.

Dated: February 24, 2021

**NATURALSHRIMP INCORPORATED**

By: /s/ Gerald Easterling  
Name: Gerald Easterling  
Title: Chief Executive Officer

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**NaturalShrimp Signs Letter of Intent to Acquire Aquaculture Assets of Hydrenesis Aquaculture, LLC**

Assets to be Acquired for \$12,500,000

Major Financing Announcement Forthcoming from NSI

Dallas, TX, Feb. 23, 2021 (GLOBE NEWSWIRE) -- via NewMediaWire -- NaturalShrimp, Inc., an aquaculture Company, which has developed and patented the first commercially operational Recirculating Aquaculture System (RAS) for shrimp, announced today that it has signed a Letter of Intent (LOI) to acquire the aquaculture assets of Hydrenesis Aquaculture, LLC for \$12,500,000, consisting of \$5,500,000 in cash and the balance due in NSI common stock. The acquisition is expected to be accretive to earnings in fiscal year 2021.

Gerald Easterling, CEO of NaturalShrimp added, "NaturalShrimp has been working with Hydrenesis since 2018 on several solutions for the industry with the team at Hydrenesis. We currently have trials on going in Norway and Australia. The Company intends to immediately begin deployment of the technology in our hatchery and nursery systems. We also believe that the Hydrenesis technology will have major impacts on disease control in salmon, barramundi, and tilapia farming segments. We expect to file additional patents around the expansion of the application and use of the combined EC and Hydrenesis technology."

David Antelo, CEO of Hydrenesis, Inc., said, "We are excited for the next evolution of our relationship with NaturalShrimp. We have been exploring the application of 'Redox' water treatment for several years. Our technologies' ability to affect water chemistry and elevate water quality is proving to have a significant impact on growth and health metrics. Natural Shrimp's bold vision and rapid growth trajectory make them the ideal partner for extending commercialization of Hydrenesis technologies to additional species applications."

**ABOUT NATURAL SHRIMP:** NaturalShrimp, Inc. is a publicly traded aqua-tech Company, headquartered in Dallas, with production facilities located near San Antonio, Texas. The Company has developed the first commercially viable system for growing shrimp in enclosed, salt-water systems, using patented technology to produce fresh, never frozen, naturally grown shrimp, without the use of antibiotics or toxic chemicals. NaturalShrimp systems can be located anywhere in the world to produce gourmet-grade Pacific white shrimp.

**About Hydrenesis:** Hydrenesis, Inc. and Hydrenesis Aquaculture, LLC, headquartered in Pompano Beach, FL, are private technology owners and technology commercialization companies that partner with leading IP holders and industry insiders to commercialize innovative technologies in major industry sectors.

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## Forward Looking Statements

This press release contains "forward-looking statements." The statements contained in this press release that are not purely historical are forward-looking statements. Forward-looking statements give the Company's current expectations or forecasts of future events. Such statements are subject to risks and uncertainties that are often difficult to predict and beyond the Company's control, and could cause the Company's results to differ materially from those described. In some cases forward-looking statements can be identified by terminology such as "may," "should," "potential," "continue," "expects," "anticipates," "intends," "plans," "believes," "estimates," and similar expressions. These statements include statements regarding moving forward with executing the Company's global growth strategy. The statements are based upon current beliefs, expectations and assumptions and are subject to a number of risks and uncertainties, many of which are difficult to predict. The Company is providing this information as of the date of this press release and does not undertake any obligation to update any forward looking statements contained in this press release as a result of new information, future events or otherwise, except as required by law. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends affecting the financial condition of our business. Forward-looking statements should not be read as a guarantee of future performance or results, and will not necessarily be accurate indications of the times at, or by, which such performance or results will be achieved. Important factors that could cause such differences include, but are not limited to the Risk Factors and other information set forth in the Company's Annual Report on Form 10-Q filed on February 16, 2021, and in our other filings with the U.S. Securities and Exchange Commission.

Contact:  
Richard Brown  
508-462-9638

SOURCE: Natural Shrimp

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