

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 8-K/A**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported): May 5, 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, including zip code)

(866) 351-5907  
(Registrant's telephone number, including area code)

Check the appropriate box below if the 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communication 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:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
N/A	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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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.

**EXPLANATORY NOTE**

On May 11, 2021, NaturalShrimp Incorporated (the "Company") filed a Form 8-K to report certain events under Items 1.01 and 9.01 (the "Original Report"). This Form 8-K/A is being filed because, due to an inadvertent error, the submission header coding in the Original Report incorrectly referred to Item 5.01 and not to Item 9.01. This Form 8-K/A corrects the submission header coding to refer to Item 9.01. Other than the submission header coding, the remainder of the Original Form 8-K is unchanged.

**Item 1.01. Entry into a Material Definitive Agreement.**

As previously disclosed in the Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (the "SEC") by NaturalShrimp Incorporated (the "Company") on April 15, 2021, the Company entered into a securities purchase agreement (the "Purchase Agreement") with an accredited investor (the "Purchaser") on April 14, 2021, for the offering of (i) \$5,000,000 worth of common stock, par value \$0.0001 per share, of the Company ("Common Stock"), at a per share purchase price of \$0.55 per share; (ii) common stock purchase warrants to purchase up to an aggregate of 10,000,000 shares of Common Stock, which are exercisable for a period of five years after issuance at an initial exercise price of \$0.75 per share, subject to certain adjustments, as provided in the warrants; and (iii) 1,000,000 shares of Common Stock, as commitment shares.

Pursuant to the Purchase Agreement, on May 5, 2021, the Purchaser purchased an additional 15,454,456 shares of Common Stock (the "Shares") at a per share purchase price of \$0.55 per share (the "Second Closing"). Lake Street Capital Markets, LLC ("Lake Street") acted as a financial advisor to the Company in connection with the Second Closing. Lake Street is entitled to a fee equal to 3% of the gross proceeds raised in the Second Closing, or an aggregate of \$255,000.

The number of shares of common stock outstanding immediately after the Second Closing was 591,692,455 shares. The Company expects to receive approximately \$8,200,000 in net proceeds from the Second Closing and after deducting the fees and other estimated offering expenses payable by the Company. The Company expects to use the net proceeds from the Second Closing for working capital and for general corporate purposes.

The Shares will be issued to the Purchaser in a registered direct offering pursuant to which the Shares will all be registered under the Securities Act of 1933, as amended (the "Securities Act"), pursuant to a prospectus supplement to the Company's currently effective registration statement on Form S-3 (File No. 333-253953), which was initially filed with the SEC on March 5, 2021, and was declared effective on March 22, 2021 (the "Shelf Registration Statement"). A prospectus supplement for the Second Closing will be filed on May 11, 2021 and will be available on the SEC's website at <http://www.sec.gov>.

The foregoing description of the Purchase Agreement does not purport to be complete and is qualified in its entirety by reference to the Purchase Agreement, which was filed as Exhibit 10.1 to the Current Report on Form 8-K filed by the Company with the SEC on April 15, 2021, and is incorporated by reference into this Item 1.01.

The Company is filing the opinion of its counsel, Lucosky Brookman LLP, relating to the legality of the issuance and sale of the Shares as Exhibit 5.1 hereto. Exhibit 5.1 is incorporated herein by reference and into the Shelf Registration Statement.

This Form 8-K contains forward-looking statements. Forward-looking statements include, but are not limited to, statements that express the Company's intentions, beliefs, expectations, strategies, predictions, or any other statements related to the Company's future activities, or future events or conditions. These statements are based on current expectations, estimates and projections about the Company's business based, in part, on assumptions made by its management. These statements are not guarantees of future performances and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those risks discussed in documents that the Company files from time to time with the SEC. Any forward-looking statements speak only as of the date on which they are made, and the Company undertakes no obligation to update any forward-looking statement to reflect events or circumstances after the date of this Form 8-K, except as required not by law.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
5.1	Opinion of Lucosky Brookman LLP, incorporated by reference to Exhibit 5.1 to the Current Report on Form 8-K filed by the Company with the SEC on May 11, 2021.
<a href="#">10.1</a>	Form of Securities Purchase Agreement, dated as of April 14, 2021, by and between the Company and the Purchaser, incorporated by reference to Exhibit 10.1 to the Current Report on Form 8-K filed by the Company with the SEC on April 15, 2021.
23.1	Consent of Lucosky Brookman LLP (contained in Exhibit 5.1), incorporated by reference to Exhibit 23.1 to the Current Report on Form 8-K filed by the Company with the SEC on May 11, 2021

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**SIGNATURES**

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.

**NATURALSHRIMP INCORPORATED**

Date: July 2, 2021

By: /s/ Gerald Easterling

Name: Gerald Easterling

Title: Chief Executive Officer

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