

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**

**August 27, 2021**  
Date of Report (Date of earliest event reported)

**FINGERMOTION, INC.**  
(Exact name of registrant as specified in its charter)

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

**000-55477**  
(Commission File Number)

**20-0077155**  
(IRS Employer Identification No.)

**1460 Broadway**  
**New York, New York**  
(Address of principal executive offices)

**10036**  
(Zip Code)

**(347) 349-5339**  
Registrant's telephone number, including area code

**Not applicable.**  
(Former name or former address, if changed since last report)

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

<input type="checkbox"/>	Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
<input type="checkbox"/>	Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
<input type="checkbox"/>	Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
<input type="checkbox"/>	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:

Title of each class	Trading Symbol (s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (Section 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (Section 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. ☐

---

## **SECTION 3 – SECURITIES AND TRADING MARKETS**

### **Item 3.02            Unregistered Sales of Equity Securities**

On August 27, 2021, FingerMotion, Inc. (the “Company”) issued 1,500,000 shares of common stock at a price of \$0.50 per share to one individual pursuant to the conversion of an outstanding convertible promissory note in the principal amount of \$750,000, and issued 59,200 shares of common stock at a price of \$5.00 per share to the same individual pursuant to the conversion of an outstanding convertible promissory note in the principal amount of \$296,000. The Company relied upon the exemption from registration under the U.S. Securities Act of 1933, as amended (the “U.S. Securities Act”) provided by section 3(a)(9) with respect to such issuances.

---

## 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.

**FINGERMOTION, INC.**

**DATE: September 2, 2021**

By: /s/ Martin J. Shen  
**Martin J. Shen**  
**CEO**

---