

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**

April 12, 2023  
Date of Report (Date of earliest event reported)

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

<u>Delaware</u> (State or other jurisdiction of incorporation)	<u>001-41187</u> (Commission File Number)	<u>20-0077155</u> (IRS Employer Identification No.)
<u>1460 Broadway</u> <u>New York, New York</u> (Address of principal executive offices)		<u>10036</u> (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
Common Stock	FNGR	The Nasdaq Stock Market LLC

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. ☐

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## SECTION 7 – REGULATION FD

### Item 7.01 Regulation FD Disclosure

On April 12, 2023, FingerMotion, Inc. (the “Company” or “FingerMotion”) issued a news release to report that the Company has recently eliminated its remaining convertible debt with the Company’s primary lender, Lind Global Fund II LP (“Lind Global”), as a result of conversions by Lind Global and payments by the Company, which in the aggregate totaled over \$5 million.

Martin Shen, CEO of FingerMotion, Inc., commented, “We have retired all of our outstanding institutional convertible debt, strengthening our balance sheet while maintaining a strong cash position. Eliminating the remaining convertible debt and related obligations to issue any additional common stock to our primary lender eradicates any further dilutive impact of this convertible debt on our stockholders. We are well poised for future growth, and eliminating such convertible debt only reinforces our commitment towards building shareholder value.”

A copy of the news release is attached as Exhibit 99.1 hereto.

## SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

### Item 9.01 Financial Statements and Exhibits

#### (d) Exhibits

Exhibit	Description
<a href="#">99.1</a>	<a href="#">News Release dated April 12, 2023</a>
104	Cover Page Interactive Data File (the cover page XBRL tags are embedded within the inline XBRL document)

**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: April 12, 2023**

By: /s/ Martin J. Shen

**Martin J. Shen**  
**CEO**

**FingerMotion Retires Convertible Debt Totaling Over \$5 Million, Eliminating all Institutional Loans**

**NEW YORK, NY / ACCESSWIRE / April 12, 2023** / FingerMotion, Inc. (NASDAQ: FNGR) (the “Company” or “FingerMotion”), a mobile data and services company, today reported that the Company has recently eliminated its remaining convertible debt with the Company’s primary lender, Lind Global Fund II LP (“Lind Global”), as a result of conversions by Lind Global and payments by the Company, which in the aggregate totaled over \$5 million.

Martin Shen, CEO of FingerMotion, Inc., commented, “We have retired all of our outstanding institutional convertible debt, strengthening our balance sheet while maintaining a strong cash position. Eliminating the remaining convertible debt and related obligations to issue any additional common stock to our primary lender eradicates any further dilutive impact of this convertible debt on our stockholders. We are well poised for future growth, and eliminating such convertible debt only reinforces our commitment towards building shareholder value.”

**About FingerMotion, Inc.**

FingerMotion is an evolving technology company with a core competency in mobile payment and recharge platform solutions in China. It is one of only a few companies in China with access to wholesale rechargeable minutes from China’s largest mobile phone providers to service their consumers. As the user base of its primary business continues to grow, the Company is developing additional value-added technologies to market to its users. The vision of the Company is to rapidly grow the user base through organic means and have this growth develop into an ecosystem of users with high engagement rates utilizing its innovative applications. Developing a highly engaged ecosystem of users would strategically position the Company to onboard larger customer bases. FingerMotion eventually hopes to serve over 1 billion users in the China market and eventually expand the model to other regional markets. For more information, please visit [www.fingermotion.com](http://www.fingermotion.com).

**Company Contact:**

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**Safe Harbor Statement**

Except for the statements of historical fact contained herein, the information presented in this news release constitutes “forward-looking statements” as such term is used in applicable United States securities laws. These statements relate to analysis and other information that are based on forecasts or future results, estimates of amounts not yet determinable and assumptions of management. Any other statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, using words or phrases such as “expects”, or “does not expect”, “is expected”, “anticipates” or “does not anticipate”, “plans”, “estimates” or “intends”, or stating that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved) are not statements of historical fact and should be viewed as “forward-looking statements”. We have based these forward-looking statements on our current expectations about future events or performance, including expected revenues. While we believe these expectations are reasonable, such forward-looking statements are inherently subject to risks and uncertainties, many of which are beyond our control. Our actual future results may differ materially from those discussed or implied in our forward-looking statements for various reasons. Factors that could contribute to such differences include, but are not limited to: international, national and local general economic and market conditions; demographic changes; the ability of the Company to sustain, manage or forecast its growth; the ability of the Company to manage its VIE contracts; the ability of the Company to maintain its relationships and licenses in China; adverse publicity; competition and changes in the Chinese telecommunications market; fluctuations and difficulty in forecasting operating results; business disruptions, such as technological failures and/or cybersecurity breaches; and the other factors discussed in the Company’s periodic reports that are filed with the Securities and Exchange Commission and available on its website (<http://www.sec.gov>). There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements contained in this news release and in any document referred to in this news release. The forward-looking statements included in this release are made only as of the date hereof. For forward-looking statements in this news release, the Company claims the protection of the safe harbor for forward-looking statements contained in the Private Securities Litigation Report Act of 1995. The Company assumes no obligation to update or supplement any forward-looking statements whether as a result of new information, future events or otherwise. This news release shall not constitute an offer to sell or the solicitation of any offer to our securities.