

DAKOTA TERRITORY RESOURCE CORP
Form 8-K
January 28, 2013

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

Date of Report (Date of earliest event reported): January 28, 2013

DAKOTA TERRITORY RESOURCE CORP

(Exact Name of Registrant as Specified in its Charter)

Nevada

(State or other jurisdiction of
incorporation or organization)

Commission File Number

000-50191

98-0201259

(I.R.S. Employer

Identification Number)

10580 N. McCarran Blvd., Building 115 208

Reno, NV 89503

(Address of Principal Executive Offices and Zip Code)

(775) 747-0667

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(Issuer's telephone number)

Mustang Geothermal Corp

(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)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



Section 3 - Securities and Trading Markets

Item 3.02 Unregistered Sales of Equity Securities.

On January 28, 2013 the Company completed sales of its restricted common shares to a group of private investors. The Company sold a total of 2,500,000 shares of restricted common stock at a price of \$0.10 per share for an aggregate amount of \$250,000 received by the Company. No underwriting commissions or fees were involved.

We relied upon the exemption from registration provided by Section 4(2) of the Securities Act of 1933, and Rule 506 of Regulation D promulgated thereunder, with respect to the sale of the restricted stock. The Purchasers of these securities were accredited investors pursuant to Section 501(a) of the Securities Act, who provided the Company with representations, warranties and information concerning their qualifications as accredited investors. The Company provided and made available to the Purchasers full information regarding our business and operations. There was no general solicitation in connection with the offer or sale of the restricted securities.

The Purchasers acquired the restricted common stock for their own accounts, for investment purposes and not with a view to public resale or distribution thereof within the meaning of the Securities Act. By virtue of restrictions on the Purchasers' shares, the restricted shares so purchased cannot be sold unless pursuant to an effective registration statement by the Company, or by an exemption from registration requirements of Section 5 of the Securities Act the existence of any such exemption subject to legal review and approval by the Company.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

Exhibit Index:

Exhibit Number

Description

EX 99.1

Press Release dated January 28, 2013

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.

DAKOTA TERRITORY RESOURCE CORP

(Registrant)

Date January 28, 2013

By /s/ Richard Bachman

Richard Bachman, PRESIDENT