

APPIPHANY TECHNOLOGIES HOLDINGS CORP

Form 8-K

November 19, 2012

**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): **November 9, 2012**

**APPIPHANY TECHNOLOGIES HOLDINGS CORP.**

(Exact name of Company as specified in its charter)

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

**000-54524**  
(Commission File Number)

**30-0678378**  
(IRS Employer  
Identification Number)

**P.O. Box 21101 Orchard Park,  
Kelowna, British Columbia,  
Canada, V1Y 9N8**

(Address of principal executive  
offices)

**Phone: (205) 864-5377**

(Company's Telephone Number)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the Company 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))
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**APPIPHANY TECHNOLOGIES HOLDINGS CORP.**

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**ITEM 1.01**

**ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT**

On November 9, 2012, Appiphany Technologies Holdings Corp., a Nevada corporation (the Company) entered into a Consulting Agreement (the Consulting Agreement) with Brian D. Jones ( Mr. Jones ), pursuant to which Brian D. Jones shall provide services to the Company as a business consultant, in regards to the Company's ongoing development and marketing of its technology, for a period of three (3) months, renewable at the option of the parties. In exchange for his services, the Company shall issue a total of eight hundred thousand (800,000) unrestricted shares of the Company's common stock, valued at \$0.01 per share, from the Company 2012 Equity Incentive Plan registered on Form S-8.

The foregoing summary description of the terms of the Consulting Agreement may not contain all information that is of interest to the reader. For further information regarding the terms and conditions of the Consulting Agreement, this reference is made to such agreement, which is filed as Exhibit 10.1 hereto and is incorporated herein by reference.

**ITEM 9.01**

**FINANCIAL STATEMENTS AND EXHIBITS**

*(d)Exhibits*

Exhibit No. Description

10.1 Consulting Agreement between the Company and Brian D. Jones dated November 9, 2012.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**APPIPHANY TECHNOLOGIES HOLDINGS CORP.**

D a t e :By: /s/ Jesse Keller  
November  
19, 2012

Jesse Keller  
Chief Executive Officer & President