
**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

Date of Report (Date of earliest event reported): March 17, 2018

SEVEN STARS CLOUD GROUP, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation)

001-35561
(Commission File Number)

20-1778374
(IRS Employer Identification No.)

**No.4 Drive-in Movie Theater Park, No. 21, Liangmaqiao Road,
Chaoyang, District, Beijing, P.R.C. 100125**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: 212-206-1216

(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 (see General Instruction A.2. below):

- 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))

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

Item 1.01 Entry Into A Material Definitive Agreement.

On March 17, 2018, Seven Stars Cloud Group, Inc. (the “Company”) entered into a subscription agreement (the “Subscription Agreement”) with GT Dollar Pte. Ltd. (“GTD”) for a private placement of a total amount of \$40.0 million. Pursuant to the terms of the Subscription Agreement, the Company (i) will issue and sell to GTD, an aggregate of 13,773,010 shares of the common stock of the Company, par value \$0.001 per share (the “Common Stock”), for \$1.82 per share, or a total purchase price of \$25,066,878.20, and (ii) issue two convertible promissory notes (each a “Note” and together, the “Notes”) with a stated principal amount of \$10 million and \$4,933,121.80, respectively. GTD shall pay \$30 million of the purchase price on or prior to March 31, 2018, in connection with the issuance of the 13,773,010 shares of Common Stock and the \$4,933,121.80 Note, and the remaining \$10 million on or prior to April 30, 2018, in connection with the issuance of the \$10 million Note. The Subscription Agreement contains customary representations, warranties and covenants and a 9 month lock-up period for GTD from the date of the Subscription Agreement.

The Notes will bear interest at the rate of 0.56% per annum and mature December 31, 2019. In the event of default, the Notes will become immediately due and payable. Until receipt of necessary shareholder approvals for the transactions contemplated by these agreements, the Notes note may not be converted, to the extent that such conversion would result in GTD and its affiliates beneficially owning more than 19.9% of the Company’s outstanding shares of Common Stock. Once the necessary shareholder approval is received, the unpaid principal and interest on the Notes will automatically convert into shares of Common Stock at a conversion rate of \$1.82.

The foregoing description of the Subscription Agreement and the Notes is not purported to be complete and is qualified in its entirety by reference to the complete text of such agreements which will be filed as exhibits to the Company’s next Quarterly Report on Form 10-Q.

Item 3.02. Unregistered Sales of Equity Securities.

The information pertaining to the sale of shares of the Common Stock and the issuance of the Notes discussed in Item 1.01 of this Form 8-K is incorporated herein by reference in its entirety.

The Company issued the shares of its Common Stock and the Notes in reliance on exemptions from registration provided by Section 4(a)(2) of the Securities Act, Rule 506 of Regulation D promulgated thereunder and/or Regulation S under the Securities Act.

Item 8.01 Other Events.

On March 22, 2018, the Company issued a press release announcing the entry into of the Subscription Agreement and the Notes. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
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99.1	Press Release, dated March 22, 2018.
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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.

SEVEN STARS CLOUD GROUP, INC.

Date: March 22, 2018

By: /s/ Bruno Wu
Bruno Wu
Chief Executive Officer and Chairman of the Board

Seven Stars Cloud to Raise an Aggregate of \$40 Million USD in Strategic Private Placement from GT Dollar

- GT Dollar is a leading global virtual credit clearing system company

New York, NY, March 22, 2018 – Seven Stars Cloud Group, Inc. (NASDAQ: SSC) (“SSC” or the “Company”), is pleased to announce that the Company has entered into a Purchase Agreement (“Purchase Agreement”) with GT Dollar Pte. LTD., a Singaporean-based global virtual credit clearing system operator connecting over 2 million businesses worldwide (the “Purchaser” or “GTD”), for \$40,000,000 USD, in exchange for SSC common stock (“Common Stock”) and two Convertible Promissory Notes (“Promissory Notes”). The Purchase Agreement and Promissory Notes contain both customary and special representations, warranties and covenants.

Pursuant to the terms of the Purchase Agreement and Convertible Promissory Notes (which will be described further by SSC in its current report on Form 8-K to be filed later today), the Company, in a private placement transaction, has agreed to the following:

- Common Shares:** GTD will receive 13,773,010 shares of SSC Common Stock for a purchase price of \$25,066,878.20 USD, or \$1.82 per share. GTD has agreed to fund the \$25,066,878.20 USD on or before March 31, 2018.
- Promissory Notes:** The Company shall issue to GTD two Promissory Notes – one for \$10,000,000 USD and one for \$4,933,121.80 USD, bringing Purchaser’s total investment into the Company to \$40,000,000 USD. Upon satisfaction of certain conversion conditions (see Form 8-K for more information), including but not limited to, obtaining approvals of the Company’s stockholders and filing an Information Statement pursuant to Section 14(c) of the Securities Exchange Act of 1934, all of the principal and accrued but unpaid interest shall be automatically converted into shares of SSC Common Stock at a conversion rate of \$1.82 per share. GTD has agreed to fund (i) \$4,933,121.80 USD on or before March 31, 2018 in exchange for a Promissory Note from SSC and (ii) \$10,000,000 USD on or before April 30, 2018, in exchange for a separate Promissory Note.

SSC intends to use the proceeds to support growth, strategic acquisitions, executive management hires, US headquarters costs, infrastructure costs and for general working capital purposes. In addition, SSC and GTD intend to enter into a partnership that will enhance SSC’s ability to market its digital financial products by leveraging GTD’s vast financial products sales network in Asia. Details of the partnership to be announced at a later date.

The securities being sold in this private placement have not been registered under the Securities Act of 1933, as amended, or state securities laws and may not be offered or sold in the United States absent registration with the Securities and Exchange Commission (SEC) or an applicable exemption from such registration requirements.

CONTACT:

Jason Finkelstein
Seven Stars Cloud Group, Inc.
212-206-1216

About Seven Stars Cloud Group, Inc. (<http://www.sevenstarscloud.com/>)

SSC is aiming to become a next generation Artificial-Intelligent (AI) & Blockchain-Powered, Fintech company. By managing and providing an infrastructure and environment that facilitates the transformation of traditional financial markets such as commodities, currency and credit into the asset digitization era, SSC provides asset owners and holders a seamless method and platform for digital asset securitization and digital currency tokenization and trading.

Safe Harbor Statement

This press release contains certain statements that may include "forward looking statements." All statements other than statements of historical fact included herein are "forward-looking statements." These forward-looking statements are often identified by the use of forward-looking terminology such as "believes," "expects" or similar expressions, involve known and unknown risks and uncertainties. Although the Company believes that the expectations reflected in such forward-looking statements are reasonable, they do involve assumptions, risks and uncertainties, and these expectations may prove to be incorrect. You should not place undue reliance on these forward-looking statements, which speak only as of the date of this press release. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of a variety of factors, including those 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>). All forward-looking statements attributable to the Company or persons acting on its behalf are expressly qualified in their entirety by these factors. Other than as required under the securities laws, the Company does not assume a duty to update these forward-looking statements.
