

Enertopia Corp.  
Form 8-K  
September 28, 2012

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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): **September 28, 2012**

**ENERTOPIA CORP.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b> (State or other jurisdiction of incorporation)	<b>000-51866</b> (Commission File Number)	<b>20-1970188</b> (IRS Employer Identification No.)
<b><u>#950 1130 West Pender Street, Vancouver, British Columbia, Canada V6E 4A4</u></b> (Address of principal executive offices) (Zip code)		

Registrant's telephone number, including area code: **(604) 602-1633**

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(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)
- 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 Exchange Act (17 CFR 240.13e -4(c))
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**Item 1.01 Entry into a Material Definitive Agreement**

**Item 3.02 Unregistered Sales of Equity Securities**

On September 28, 2012, Enertopia closed the third tranche of an offering memorandum placement of 995,000 units at a price of CAD\$0.05 per unit for gross proceeds of CAD\$49,750 (US\$49,750). Each warrant will be exercisable into one further share at a price of US\$0.10 per warrant share for a period of twelve (12) months following closing; or at a price of US\$0.20 per warrant share for a period that is twelve months and one day to thirty-six (36) months following closing.

The Company issued 79,500 shares with 79,500 warrants attached having the same terms as above and 79,500 broker warrants in connection with the private placement.

Proceeds of the private placement will be used for general working capital; to make mineral property payments under existing agreements.

The Company issued the units to fourteen (14) non-US persons in an off-shore transaction pursuant to the exemption from registration provided for under Regulation S, promulgated under the United States Securities Act of 1933, as amended. Each of the subscribers represented that they were not a US person as such term is defined in Regulation S.

The securities referred to herein will not be and have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

**Item 7.01 Regulation FD Disclosure.**

A copy of the news release announcing closing of the private placement is filed as exhibit 99.1 to this current report and is hereby incorporated by reference.

**ITEM 9.01. FINANCIAL STATEMENTS AND EXHIBITS.**

(d) Exhibits.

**Exhibit No. Description**

<u>10.1</u>	<u>Form of Offering Memorandum (1) for Private Placement closed on September 28, 2012</u>
<u>10.2</u>	<u>Form of Subscription Agreement (1) for Private Placement closed on September 28, 2012</u>
<u>10.3</u>	<u>Form of Warrant Agreements (1) dated September 28, 2012</u>
<u>99.1</u>	<u>Press Release announcing closing of Offering Memorandum</u>

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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.

Dated: September 28, 2012

Enertopia Corp.

By: Robert McAllister  
Robert G. McAllister  
President and Director

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