

Kallo Inc.  
Form 8-K  
March 05, 2012

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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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 5, 2012 (February 29, 2012)

KALLO INC.  
(Exact name of registrant as specified in its charter)

NEVADA  
(State or other jurisdiction of incorporation)

000-53183  
(Commission File No.)

15 Allstate Parkway, Suite 600  
Markham, Ontario  
Canada L3R 5B4  
(Address of principal executive offices and Zip Code)

(416) 246-9997  
(Registrant's telephone number, including area code)

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

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Exchange Act (17 CFR 240.13e-4(c))



ITEM 3.02 UNREGISTERED SALE OF EQUITY SECURITIES.

On February 29, 2012, our board of directors approved the issuance of 23,016,963 unregistered shares of common stock to 15 individuals in consideration of \$1,150,848.15.

The foregoing restricted shares of common stock were issued pursuant to the exemption from registration contained in Regulation S of the Securities Act of 1933, as amended, in that each of the transactions took place outside the United States of America with non-US persons.

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 this 5th day of March 2012.

KALLO INC.

BY:

VINCE LEITAO  
Vince Leitao, President



