

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

IIOT-OXYS, Inc.

Form: 8-K

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Corporate Issuer CIK: 1290658

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

FORM 8-K

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **November 27, 2017**

ILOT-OXYS, Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction
of Incorporation)

000-50773

(Commission File
Number)

56-2415252

(I.R.S. Employer
Identification Number)

**705 Cambridge Street
Cambridge, MA 02141**

(Address of principal executive offices, including zip code)

(617) 500-5101

(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 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 8.01 Other Events

On November 27, 2017, IIOT-OXYS, Inc., a Nevada corporation (the "**Company**") issued a press release announcing the exercise of an option to license intellectual property from MIT that has potentially broad applications to the Industrial Internet of Things (IIoT) space.

The Press Release, furnished as Exhibit 99.1 to this Form 8-K, may contain forward-looking statements. Such forward-looking statements are based on information presently available to the Company's management and are current only as of the date made. Actual results could also differ materially from those anticipated as a result of a number of factors, including, but not limited to, those discussed in the Company's Annual Report on Form 10-K for the year ended December 31, 2016, and subsequent reports filed by the Company with the Securities and Exchange Commission (the "**Commission**"). For those reasons, undue reliance should not be placed on any forward-looking statement. The Company assumes no duty or obligation to update or revise any forward-looking statement, although it may do so from time to time as management believes is warranted or as may be required by applicable securities law. Any such updates or revisions may be made by the registrant by filing reports with the Commission, through the issuance of press releases or by other methods of public disclosure.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated November 27, 2017

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.

IIOT-OXYS, Inc.

Date: November 27, 2017

By: /s/ Giro DiBiase
Giro DiBiase, Chief Executive Officer

IloT-OXYS Inc. Exercises Option to License MIT Technology that has Broad Applications to the Industrial Internet of Things (IIoT).

CAMBRIDGE, MA / November 27, 2017 / IIoT-OXYS Inc. (Stock Symbol: ITOX) announced that it has exercised an option to license intellectual property from MIT that has potentially broad applications to the Industrial Internet of Things (IIoT) applications space. Mr. Giro DiBiase, the CEO of IIoT-OXYS Inc., commented that "the IIoT space is extremely competitive, and the real value-add to customers comes from advanced algorithms that transform data into meaningful insights. The Option Agreement that we exercised deals with precisely these kinds of advanced algorithms developed by world-leading researchers at MIT."

Mr. Patrick Phillips, Founder of HereLab, a company in discussions with IIoT-OXYS Inc. in terms of being acquired, observed that "this advanced algorithm set from MIT will provide IIoT-OXYS Inc. with outstanding capabilities that can address a wide range of needs in the IIoT space including Energy Monitoring, Machine Monitoring, and other Smart Factory applications. This will enable customers to control costs, better utilize capital assets, prevent unplanned downtime and control maintenance costs, and improve operational efficiencies across the enterprise."

Mr. Giro DiBiase, CEO of IIoT-OXYS Inc. commented on next steps: "we are currently in the process of developing a business plan which will outline the revenue potential of the technology as we envision it during the commercialization process. Then we will need to negotiate specific terms with MIT as to the final licensing agreement – we cannot comment on what these terms of this non-exclusive licensing might be at this time as they still need to be developed jointly. However this action demonstrates our commitment to teaming with the best-in-class research institutions from around the world to bring impactful technology to market that will help the bottom line of our customers."

Forward-Looking Statements

This news release contains forward-looking statements that reflect Management's current views about future events and financial performance. Forward-looking statements often contain words such as "expects," "anticipates," "intends," or "believes." Our forward-looking statements are subject to a number of risks and uncertainties that may cause actual results and events to differ materially from those projected in the forward-looking statements. Risks and uncertainties that could adversely affect us include, without limitation, our inability to enter into and close a definitive agreement with MIT, the loss of major customers, our failure to obtain new contracts, our inability to patent products or processes, our infringement of patents held by others, our inability to finance our business and the other risks and uncertainties that are discussed in our most recent filings with the Securities and Exchange Commission. The forward-looking statements in this news release are made only as of the date of this news release. We undertake no obligation to update our forward-looking statements, whether as a result of new information, future events or otherwise.

Contact:

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SOURCE: IIoT-OXYS Inc.