

Hypersolar, Inc.
Form 8-K
October 22, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 reported): October 21, 2014

HYPERSOLAR, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

000-54437

Commission file number

26-4298300

(IRS Employer Identification No.)

510 Castillo, Suite 304., Santa Barbara, California 93101

Registrant's telephone number, including area code: (805) 966-6566

Copies to:

Gregory Sichenzia, Esq.

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Marcelle S. Balcombe, Esq.

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New York, New York 10006

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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 (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))

Item 4.01 Change in Registrant's Certifying Accountant

On October 21, 2014, HyperSolar, Inc. (the "Company") dismissed HJ Associates & Consultants, L.L.P. ("HJ") as the Company's independent registered public accounting firm which dismissal was approved by the Company's Board of Directors on October 21, 2014.

During the fiscal year ended June 30, 2014 and June 30, 2013, HJ's reports on the Company's financial statements did not contain an adverse opinion or disclaimer of opinion, and was not qualified or modified as to uncertainty, audit scope or accounting principles, except that the report was modified as to the Company's ability to continue as a going concern.

During the fiscal year ended June 30, 2014 and June 30, 2013 and the subsequent interim period through October 21, 2014, (i) there were no disagreements between the Company and HJ on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure which, if not resolved to the satisfaction of HJ, would have caused HJ to make reference to the subject matter of the disagreement in connection with its report on the Company's financial statements; and (ii) there were no reportable events as described in paragraph (a)(1)(v) of Item 304 of Regulation S-K.

On October 21, 2014 the Company provided HJ with a copy of the disclosures it is making in response to Item 4.01 on this Form 8-K, and has requested that HJ furnish it with a letter addressed to the Securities and Exchange Commission stating whether it agrees with the above statements. A copy of the letter, dated October 22, 2014, is filed as Exhibit 16.1 to this Current Report on Form 8-K.

On October 21, 2014, the Company's Board of Directors approved the engagement of Liggett, Vogt & Webb P.A. ("LVW") as its independent registered public accounting firm for the Company's fiscal year ending June 30, 2015.

During the years ended June 30, 2014 and June 30, 2013 and the subsequent interim period through October 21, 2014, the date of engagement of LVW, the Company did not consult with LVW regarding either (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's financial statements; or (ii) any matter that was either the subject of a disagreement (as defined in paragraph (a)(1)(iv) of Item 304 of Regulation S-K and the related instructions thereto) or a reportable event (as described in paragraph (a)(1)(v) of Item 304 of Regulation S-K).

Exhibit No. Description

16.1 Letter from HJ Associates & Consultants, L.L.P. dated October 22, 2014

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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.

Hypersolar, Inc.

Date: October 22, 2014 By: */s/ Timothy Young*
Timothy Young

Chief Executive Officer