

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):  
**October 30, 2023**

**TREASURE GLOBAL INC**  
(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of Incorporation)

**001-41476**

(Commission File Number)

**36-4965082**

(IRS Employer  
Identification Number)

**276 5th Avenue, Suite 704 #739  
New York, New York**

(Address of registrant's principal executive office)

**10001**

(Zip code)

**+6012 643 7688**

(Registrant's telephone number, including area code)

**Not Applicable**

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.00001 per share	TGL	The Nasdaq Stock Market LLC

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 3.02 Unregistered Sales of Equity Securities**

On October 30, 2023, Treasure Global Inc (the "Company") issued a total of 1,816,735 restricted shares of common stock ("Common Stock") of the Company to its Chief Executive Officer Chong Chan Teo, and to Kok Pin Tan (collectively, the "Creditors") in exchange for the cancellation of \$321,562.08 in aggregate indebtedness owed to the Creditors (the "Transaction"). The number of shares of Common Stock issued to the Creditors was calculated by dividing (x) \$321,562.08 by (y) the product of (A) \$0.221 (the closing price per share of the Common Stock posted on Nasdaq Stock Market LLC on October 3, 2023) multiplied by (B) 0.80. The 1,816,735 shares of Common Stock issued included, 1,057,519 shares issued to Chong Chan Teo and 759,216 shares issued to Kok Pin Tan. The Transaction was approved by the board of directors of the Company on October 11, 2023.

The issuance of the Shares to the Creditors was made pursuant to an exemption from registration under Section 3(a)(9) of the Securities Act of 1933, as amended.

**Item 9.01. Financial Statement and Exhibits.**

(d) Exhibits.

Exhibit No.	Description
104	Cover Page Interactive Data File (embedded with the Inline XBRL document)

**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.

Date: November 3, 2023

**TREASURE GLOBAL INC.**

By: /s/ Chong Chan "Sam" Teo

Name: Chong Chan "Sam" Teo

Title: Chief Executive Officer