
**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 26, 2017

Textmunication Holdings Inc.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-21202

(Commission
File Number)

58-1588291

(I.R.S. Employer
Identification No.)

1940 Contra Costa Blvd.
Pleasant Hill, CA

(Address of principal executive offices)

94523

(Zip Code)

Registrant's telephone number, including area code: 925-777-2111

(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 (17CFR 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.

SECTION 1 - Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

On September 26, 2017, Textmunication Holdings, Inc., a Nevada Corporation (the "Company") entered into a Settlement Agreement and Stipulation (the "Settlement Agreement") with Livingston Asset Management LLC, a Florida limited liability company ("LAM"), pursuant to which the Company agreed to issue common stock to LAM in exchange for the settlement of \$414,507.08 (the "Settlement Amount") of past-due obligations and accounts payable of the Company. LAM purchased the obligations and accounts payable from certain vendors of the Company as described below.

On September 26, 2017, the Circuit Court of Baltimore County, Maryland (the "Court"), entered an order (the "LAM Order") approving, among other things, the fairness of the terms and conditions of an exchange pursuant to Section 3(a)(10) of the Securities Act of 1933, as amended (the "Securities Act"), in accordance with a stipulation of settlement, pursuant to the Settlement Agreement between the Company and LAM, in the matter entitled Livingston Asset Management LLC v. Textmunication Holdings, Inc. (the "LAM Action"). LAM commenced the LAM Action against the Company to recover an aggregate of \$414,507.08 of past-due obligations and accounts payable of the Company (the "LAM Claim"), which LAM had purchased from certain vendors of the Company pursuant to the terms of separate receivable purchase agreements between LAM and each of such vendors (the "LAM Assigned Accounts"). The LAM Assigned Accounts relate to certain contractual obligations and legal services provided to the Company. The LAM Order provides for the full and final settlement of the LAM Claim and the LAM Action. The Settlement Agreement became effective and binding upon the Company and LAM upon execution of the LAM Order by the Court on September 26, 2017.

Pursuant to the terms of the Settlement Agreement approved by the LAM Order, on September 26, 2017, the Company agreed to issue to LAM shares (the "LAM Settlement Shares") of the Company's common stock, \$0.0001 par value (the "Common Stock"). The Settlement Agreement provides that the LAM Settlement Shares will be issued in one or more tranches, as necessary, sufficient to satisfy the LAM Settlement Amount through the issuance of freely trading securities issued pursuant to Section 3(a)(10) of the Securities Act. Pursuant to the Settlement Agreement, LAM may deliver a request to the Company for shares of common stock to be issued to LAM (the "LAM Share Request"). The parties reasonably estimate that the fair market value of the LAM Settlement Shares to be received by LAM is equal to approximately \$690,845.00. Additional tranche requests shall be made as requested by LAM until the LAM Settlement Amount is paid in full.

The Settlement Agreement provides that in no event shall the number of shares of Common Stock issued to LAM or its designee in connection with the Settlement Agreement, when aggregated with all other shares of Common Stock then beneficially owned by LAM and its affiliates (as calculated pursuant to Section 13(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules and regulations thereunder), result in the beneficial ownership by LAM and its affiliates (as calculated pursuant to Section 13(d) of the Exchange Act and the rules and regulations thereunder) at any time of more than 9.99% of the Common Stock.

The Company has reserved a minimum of 650,000,000 shares of Common Stock to provide for issuances upon full satisfaction of the Settlement Amount.

The description of the Settlement Agreement does not purport to be complete and is qualified in its entirety by reference to the Settlement Agreement, which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated herein by reference.

SECTION 3 – Securities and Trading Markets

Item 3.02 Unregistered Sales of Equity Securities.

Reference is made to the disclosures set forth under Item 1.01 of this Current Report, with disclosures incorporated herein by reference.

The issuances of Common Stock pursuant to the terms of the Settlement Agreement, approved by the LAM Order, are exempt from the registration requirements of the Securities Act pursuant to Section 3(a)(10) thereof, as an issuance of securities in exchange for bona fide outstanding claims, where the terms and conditions of such issuances are approved by a court after a hearing upon the fairness of such terms and conditions at which all persons to whom it is proposed to issue securities in such exchange shall have the right to appear.

SECTION 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

(a) Financial Statements

Not applicable

(b) Pro Forma Financial Information

Not applicable

(c) Exhibits

Exhibit No.	Description
10.1	Settlement Agreement, dated September 18, 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.

Textmunication Holdings.

/s/ Wais Asefi

Wais Asefi
Chief Executive Officer
Date: October 2, 2017

IN THE CIRCUIT COURT FOR BALTIMORE COUNTY

LIVINGSTON ASSET MANAGEMENT, LLC *

Plaintiff *

v. *

TEXTMUNICATION HOLDINGS, INC. *

Case No.: 03-C-17-008970

Defendant *

* * * * *

ORDER GRANTING APPROVAL OF SETTLEMENT AGREEMENT AND STIPULATION

This matter having come on for a hearing on the 26th day of September, 2017, to approve the Settlement Agreement entered into as of September 18, 2017, between Plaintiff, Livingston Asset Management, LLC ("Plaintiff") and Defendant, Textmunication Holdings, Inc. ("Defendant" and collectively with Plaintiff, the "Parties"), and the Court having held a hearing as to the fairness of the terms and conditions of the Settlement Agreement and Stipulation and being otherwise fully advised in the premises, the Court hereby finds as follows:

1. The Court has been advised that the Parties intend that the sale of the Settlement Shares (as defined by the Settlement Agreement and, hereinafter, the "Settlement Shares") to and the resale of the Settlement Shares by Plaintiff in the United States, assuming satisfaction of all other applicable securities laws and regulations, will be exempt from registration under the Securities Act of 1933 (the "Securities Act") in reliance upon Section 3(a)(10) of the Securities Act based upon this Court's finding herein that the terms and conditions of the issuance of the Shares by Defendant to Plaintiff are fair to Plaintiff;

2. The hearing having been scheduled upon the consent of Plaintiff and Defendant,

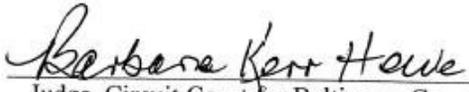
Plaintiff has had adequate notice of the hearing and Plaintiff is the only party to whom Settlement Shares will be issued pursuant to the Settlement Agreement;

3. The terms and conditions of the issuance of the Settlement Shares in exchange for the release of certain claims as set forth in the Settlement Agreement are fair to Plaintiff, the only party to whom the Settlement Shares will be issued;

4. The fairness hearing was open to Plaintiff. Plaintiff was represented by counsel at the hearing who acknowledged that adequate notice of the hearing was given and consented to the entry of this Order.

It is hereby ORDERED AND ADJUDGED that the Settlement Agreement and Stipulation is hereby approved as fair to the party to whom the Settlement Shares will be issued, within the meaning of Section 3(a)(10) of the Securities Act and that the sale of the Settlement Shares to Plaintiff and the resale of the Settlement Shares in the United States by Plaintiff, assuming satisfaction of all other applicable securities laws and regulations, will be exempt from registration under the Securities Act of 1933. The Settlement Agreement and Stipulation entered into between the parties is hereby approved and the parties are ordered to comply with same. The Circuit Court for Baltimore County, Maryland reserves jurisdiction over the parties to this action as well as the subject matter herein for purposes of contempt and enforcement of the Settlement Agreement and Stipulation as well as for such other purposes as allowed by law.

SO ORDERED, this 26th day of September 2017.



Judge, Circuit Court for Baltimore County

Confirmed copies to:
Duncan S. Keir, Esq.
Matheau J. W. Stout, Esq.