

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): **March 23, 2016**

**RISE RESOURCES INC.**

*(Exact Name of Registrant as Specified in Charter)*

**Nevada**

*(State or other jurisdiction of  
incorporation)*

**000-53848**

*(Commission File  
Number)*

**30-0692325**

*(IRS Employer Identification No.)*

**700 – 510 West Hastings Street**

**Vancouver, British Columbia**

**Canada**

*(Address of principal executive offices)*

**V6B 1L8**

*(Zip Code)*

Registrant's telephone number, including area code: **(604) 687-7130**

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 (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)

### **Item 3.02      Unregistered Sales of Equity Securities**

On March 23, 2016, Rise Resources Inc. (the “Company”) adopted an incentive stock option plan and granted an aggregate of 2,700,000 options to various directors and consultants. Each option vests immediately and is exercisable into one share of the Company’s common stock at a price of \$0.15 per share until March 22, 2021.

Of the 2,700,000 options, the Company granted 900,000 to Fred Tejada, the President, Chief Executive Officer, Secretary and a director of the Company, 700,000 to Cale Thomas, the Chief Financial Officer, Treasurer and a director of the Company, and 200,000 to Michael Evans, a director of the Company. The remaining 900,000 options were granted to consultants to the Company.

The Company granted the options in reliance on the exemption from registration provided by Rule 903 of Regulation S under the Securities Act of 1933, as amended (“Regulation S”). The Company’s reliance on Rule 903 of Regulation S was based on the fact that the options were granted in “offshore transactions”, as defined in Rule 902(h) of Regulation S. The Company did not engage in any directed selling efforts in the United States in connection with the grant of the options, and the grantees were not U.S. persons and did not acquire the options for the account or benefit of any U.S. person.

In accordance with Rule 135c(d) under the Securities Act, a copy of the press release announcing the granting of the options is attached to this current report on Form 8-K as Exhibit 99.1.

### **Item 9.01      Financial Statements and Exhibits**

Exhibit 99.1      Press Release dated March 23, 2016

## **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: March 23, 2016

**RISE RESOURCES INC.**

/s/ Fred Tejada

**Fred Tejada**

President, Chief Executive Officer, Secretary, Director



## **RISE ANNOUNCES STOCK OPTION GRANTS**

**March 23, 2016 – Vancouver, British Columbia** – Rise Resources Inc. (CSE: UPP, OTC: RYES) (“Rise” or the “Company”), a Nevada corporation engaged in resource exploration on its Indata property in British Columbia, is pleased to announce that on March 23, 2016, the Company adopted an incentive stock option plan and granted an aggregate of 2,700,000 options to various directors and consultants. Each option vests immediately and is exercisable into one share of the Company’s common stock at a price of \$0.15 per share until March 22, 2021.

Of the 2,700,000 options, 900,000 were granted to the CEO and director of the Company, 700,000 were granted to the CFO and director of the Company, 200,000 were granted to a director of the Company and the remainder were granted to consultants to the Company.

**This press release does not constitute an offer to sell or a solicitation of an offer to buy securities in the United States. The securities referenced herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or any state securities laws and may not be offered or sold in the United States except in compliance with one or more exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.**

### **About Rise Resources Inc.**

Rise was incorporated in Nevada in 2007, and through an agreement with Eastfield Resources Ltd. (TSX-V: ETF) owns the option to acquire up to a 75% undivided interest in and to certain mineral claims known as the Indata property located in the Omineca Mining Division in British Columbia, Canada. Rise operates its exploration activities from the Company’s head office in Vancouver, British Columbia, Canada.

On behalf of the Board of Directors:

Fred Tejada  
President, CEO and Director  
Rise Resources Inc.

For further information please contact:

**RISE RESOURCES INC.**  
700 – 510 West Hastings Street  
Vancouver, BC V6B 1L8  
T: 604.687.7130

## **Forward-Looking Statements**

This press release contains certain forward-looking statements within the meaning of applicable securities laws. Forward-looking statements are frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate”, “estimate” and other similar words, or statements that certain events or conditions “may” or “will” occur. In particular, forward-looking statements in this press release include, but are not limited to, statements with respect to Rise’s exploration activities.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. Such forward-looking statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements.