

**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)

**February 28, 2018**

**Park Place Energy Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction  
of incorporation)

**000-55539**

(Commission  
File Number)

**47-4488552**

(IRS Employer  
Identification No.)

**Suite 700, 838 West Hastings Street, Vancouver**

(Address of principal executive offices)

**V6C 0A6**

(Zip Code)

Registrant's telephone number, including area code

**1 (250) 996-421**

**N/A**

(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 (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 3.02 UNREGISTERED SALES OF EQUITY SECURITIES**

On February 28, 2018, Park Place Energy Inc. closed a private placement with the issuance of 11,750,000 shares of common stock, with each common share having  $\frac{1}{2}$  of one share purchase warrant attached, resulting in the issuance of 5,875,000 share purchase warrants. Each whole share purchase warrant is exercisable for a period of 24 months at an exercise price of \$0.30 per share of common stock. Of the shares issued, 7,550,000 were issued to fourteen investors at a price of \$0.10 per share for gross proceeds of \$755,000, and 4,200,000 shares were issued in settlement of debts in the amount of \$420,000 with two creditors.

We issued the above 11,750,000 common shares to sixteen (16) non-US persons (as that term is defined in Regulation S of the *Securities Act of 1933*), in an offshore transaction relying on Regulation S of the *Securities Act of 1933*, as amended.

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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.

**PARK PLACE ENERGY INC.**

*/s/Arthur Halleran*

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Arthur Halleran  
President and Chief Executive Officer

Date: March 14, 2018

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