

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 event reported): February 5, 2018

**BLACKSTAR ENTERPRISE GROUP, INC.**  
(Exact name of Registrant as specified in its charter)

Delaware	000-55730	27-1120628
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(I.R.S. Employer Identification No.)

4450 Arapahoe Ave., Suite 100  
Boulder, CO 80303  
(Address of Principal Executive Offices)

(303) 500-5073  
(Registrant's Telephone Number, Including Area Code)

\_\_\_\_\_  
(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))

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.

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## SECTION 3 – SECURITIES AND TRADING MARKETS

### Item 3.02 Unregistered Sales of Equity Securities

On February 5, 2018, the Company completed an unregistered private placement offering of units in accordance with and in reliance upon the exemption from securities registration for offers and sales to accredited investors afforded, inter alia, by Rule 506 under Regulation D as promulgated by the United States Securities and Exchange Commission (the “SEC”) under the 1933 Act, and/or Section 4(a)(2) of the 1933 Act. The Company raised \$165,000 through the sale of restricted units at \$0.50 each, with each unit consisting of one (1) share of restricted common stock of BlackStar Enterprise Group, Inc. (“BlackStar”), one (1) warrant exercisable into one (1) Digital Equity of BlackStar, (subject to and effective upon a registration statement) and one (1) warrant to purchase one (1) share of Crypto Equity Management Corp. (“CEMC”) at \$10.00 per share.

## SECTION 7 - REGULATION FD

### Item 7.01 Regulation FD Disclosure.

#### *Press Release*

The information in this Item 7.01 of this Current Report is furnished pursuant to Item 7.01 and shall not be deemed "filed" for any purpose, including for the purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be deemed incorporated by reference into any filing under the Securities Act or the Exchange Act regardless of any general incorporation language in such filing.

On March 1, 2018, the Company issued a press release. A copy of the press release is attached hereto as Exhibit 99.1.

## SECTION 8 – OTHER EVENTS

### Item 8.01 Other Events

On December 31, 2017, BEGI formed a nonprofit corporation, Crypto Industry SRO Inc. in the State of Colorado. BEGI intends to manage Crypto Industry SRO to form a self-regulatory membership organization for the crypto-equity industry, intending to set guidelines and best-practice rules. The articles of incorporation for Crypto Industry SRO Inc. are attached hereto as Exhibit 3(i).1.

#### *Expanded Business Plan*

Additionally, as discussed in the referenced news release in Item 7.01, above, the Company is conducting an in-depth analysis for the Company’s involvement in distributed ledger technology (“DLT”) related ventures. To that end, the Company formed a subsidiary, Crypto Equity Management Corp. (“CEMC”), on September 30, 2017. As a merchant bank, BlackStar intends to seek to provide access to capital for companies and is specifically seeking out ventures involved in DLT. BlackStar recognizes the similarities in the DLT ecosystem today compared to the Dot Com era in the 90’s, which present both challenges and opportunities. BlackStar intends to facilitate DLT involved companies through majority controlled joint ventures with its subsidiary CEMC. The Company is actively seeking opportunities for ventures in the DLT ecosystem. BlackStar, through CEMC, intends to initially control and manage each venture. BlackStar also intends to offer consulting and regulatory compliance services to crypto-equity companies and blockchain entrepreneurs for securities, tax, and commodity issues.

## SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

### Item 9.01 Financial Statements and Exhibits

**(d) Exhibits.** The following is a complete list of exhibits filed as part of this Report. Exhibit numbers correspond to the numbers in the exhibit table of Item 601 of Regulation S-K.

Exhibit No.	Description
3(i).1	<a href="#">Articles of Incorporation for Crypto Industry SRO Inc.</a>
99.1	<a href="#">Press Release Dated March 1, 2018</a>

## 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.

BlackStar Enterprise Group, Inc.

By:

/s/ Joseph E. Kurczodyna

Joseph E. Kurczodyna

Title: CFO

Date: March 1, 2018