

Touchstone Mining LTD  
Form 8-K  
October 01, 2007

**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, 2007

**Touchstone Mining Limited**

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(Exact name of registrant as specified in its charter)

Nevada  
(State or other jurisdiction  
of incorporation)

333-130696  
(Commission  
File Number)

98-0468420  
(IRS Employer  
Identification No.)

808 Nelson Street  
Suite 2103 Vancouver, British Columbia  
Canada V6Z 2H2  
(Address of principal executive offices) (Zip Code)

(604) 684-7619

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(Registrant's telephone number, including area code)

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(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))

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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act  
(17 CFR 240.13e-4(c))

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## Section 1 - Registrant's Business and Operations

### Item 1.01. Entry into a Material Definitive Agreement.

On September 26, 2007, we entered into a stock purchase agreement ("Purchase Agreement") with Douglas Scheving, our President and Director, whereby he purchased 3,000,000 shares of our common stock in exchange for the forgiveness of \$34,501.73 that we owed to him. Our Board of Directors approved this sale and concluded that he paid fair value for the shares of common stock issued to him.

Such indebtedness had accrued since inception, with Mr. Scheving advancing money to us for general working capital. Such indebtedness was not memorialized, was due on demand and did not bear interest. We did not incur any penalties in connection with the transaction.

We issued our common stock pursuant to the exemptions from the registration requirements of the Securities Act of 1933, as amended (the "Securities Act"), provided by Section 4(2) of the Securities Act and Regulation S under the Securities Act.

### Item 1.02. Termination of a Material Definitive Agreement.

Please see the discussion under Item 1.01 of this Report regarding the forgiveness of indebtedness pursuant to the Purchase Agreement which discussion is incorporated by reference into this Item 1.02.

## Section 3 - Securities and Trading Markets

### Item 3.02 Unregistered Sales of Equity Securities.

Please see the discussion under Item 3.02 of this Report regarding our issuance of common stock which discussion is incorporated by reference into this Item 3.02.

## Section 9 - Financial Statements and Exhibits

### Item 9.01. Financial Statements and Exhibits

(c) Exhibits:

<u>Exhibit Number</u>	<u>Description</u>
10.1	Stock Purchase Agreement, dated September 26, 2007

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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.

TOUCHSTONE MINING LTD.

Date: October 1, 2007

By:

*/s/ Douglas W. Scheving*

Name: Douglas W. Scheving

Title: President