

**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): July 29, 2021

BALANCE LABS, INC.

(Exact name of registrant as specified in charter)

Delaware

(State or other jurisdiction
of incorporation)

333-202959

(Commission
File Number)

47-1146785

(IRS Employer
Identification No.)

350 Lincoln Road, 4th Floor, Beach, Florida 33139

(Address of Principal Executive Offices) (Zip Code)

(305) 907-7600

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per shares	BLNC	OTC Markets Group

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 [X]

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 2.01. Completion of Acquisition or Disposition of Assets.

On June 15, 2021, (the "Effective Date"), a majority owned subsidiary of Balance Labs, Inc. (the "Company"), Krypto Ventures Inc. (formerly KryptoBank Co.), a Delaware corporation ("Krypto Ventures"), entered into a share exchange agreement (the "Share Exchange Agreement") with (i) W Technologies, Inc., a Delaware corporation ("W Tech"), (ii) each of the stockholders of Krypto Ventures (the "Krypto Ventures Stockholders") and (iii) Aleksandr Rubin as the representative of the Krypto Ventures Stockholders (the "Stockholders' Representative"). As a result of the Exchange, the Company now owns 46.1% of the issued and outstanding common stock of W Tech and the Company no longer owns any portion of Krypto Ventures Inc. outstanding common stock.

The Closing of the Share Exchange Agreement occurred on July 29, 2021. Pursuant to the terms of the Share Exchange Agreement, W Tech acquired 102,500,000 shares of Krypto Ventures' common stock, representing 100% of the issued and outstanding capital stock of Krypto Ventures, in exchange for the issuance to the Krypto Ventures Stockholders of 233,474,958 shares of the W Tech's common stock (the "Exchange"). Immediately prior to the closing of the Share Exchange Agreement, the Company owned 52,500,000 shares of common stock of Krypto Ventures which it exchanged for 119,584,736 shares of common stock of W Tech.

In connection with the transaction, the Company entered into a lockup agreement pursuant to which the Company agreed, among other things, that they will not sell or transfer (subject to certain customary exceptions) any shares of the W Tech's Common Stock for a period of 12 months following the Closing, and also agreed not to (i) offer for sale, sell, pledge or otherwise dispose of (or enter into any transaction or device that is designed to, or could be expected to, result in the disposition by any person at any time in the future of) any shares of the W Tech's Common Stock; (ii) enter into any swap or other derivatives transaction that transfers to another, in whole or in part, any of the economic benefits or risks of ownership of shares of the W Tech's Common Stock, whether any such transaction is to be settled by delivery of shares of the W Tech's Common Stock or other securities, in case or otherwise; or (iii) publicly disclose the intention to do any of the foregoing actions.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial statements of business acquired.

The financial statements that may be required in connection with the closing of the Exchange Agreement are not included in this Current Report on Form 8-K. The Company will file any required financial statements within 71 calendar days after the date this Current Report on Form 8-K was required to be filed with the Securities and Exchange Commission.

(b) Pro forma financial information.

The financial statements that may be required in connection with the closing of the Exchange Agreement are not included in this Current Report on Form 8-K. The Company will file any required financial statements within 71 calendar days after the date this Current Report on Form 8-K was required to be filed with the Securities and Exchange Commission.

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: August 4 2021

Balance Labs, Inc.

/s/ Michael D. Farkas

Name: Michael D. Farkas

Title: Chief Executive Officer
