

Candev Resource Exploration, Inc.  
Form 8-K  
July 08, 2009

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**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): **June 30, 2009**

**CANDEV RESOURCE EXPLORATION, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**000-52499**

(Commission File Number)

**98-0515290**

(IRS Employer Identification No.)

**Suite 2200 - 1177 West Hastings Street, Vancouver, BC V6E 2K3**

(Address of principal executive offices and Postal Code)

**604-688-7526**

Registrant's telephone number, including area code

**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))

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**Item 1.01 Entry into a Material Definitive Agreement**

On June 30, 2009, we completed a private placement of 1,055,135 units at a price of \$0.15 per unit to twenty offshore investors, with each unit consisting of one common share and one common share purchase warrant, for gross proceeds of approximately \$158,270.25. Each warrant entitles the holder thereof to purchase one additional common share at a price of \$0.30 per share for a period of two years expiring on June 30, 2011. We issued the securities to twenty non U.S. persons (as that term is defined in Regulation S of the Securities Act of 1933) in an offshore transaction relying on Regulation S and/or Section 4(2) of the Securities Act of 1933.

*The form of subscription agreement is attached as exhibit 10.1 to this Form 8-K.*

**Item 3.02 Unregistered Sales of Equity Securities**

The information disclosed above under Item 1.01 is responsive to this Item and is hereby incorporated by reference.

**Item 9.01 Financial Statements and Exhibits**

(d) *Exhibits*

10.1 Form of Subscription Agreement

99.1 News Release dated July 7, 2009

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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.

**CANDEV RESOURCE EXPLORATION, INC.**

/s/ Mark McLeary  
Mark McLeary  
President

Date: July 8, 2009

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