
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 6-K

**REPORT OF FOREIGN PRIVATE ISSUER
PURSUANT TO RULE 13a-16 OR 15d-16
UNDER THE SECURITIES EXCHANGE ACT OF 1934**

For the month of February 2022

Commission File Number: 333-256665

MOXIAN (BVI) INC

**Unit 911, Tower 2, Silvercord, 30 Canton Road
Hong Kong SAR, China
(Address of principal executive offices)**

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

EXPLANATORY NOTE

As previously disclosed, on December 6, 2021, Moxian (BVI) Inc (the “Company”) entered into a share purchase agreement (the “SPA”) with certain investors for the planned private placements of 20,000,000 ordinary shares of the Company, at a price of \$2.50 per share. Among the investors, several individuals subsequently decided not to make the investment and therefore, the Company terminated the agreements with those individuals. On February 5, 2022, the Company and the investors closed the private placements of 16,000,000 unregistered ordinary shares of the Company pursuant to the SPA. The Company completed the issuance of all the ordinary shares on February 11, 2022. The ordinary shares were issued for an aggregate purchase price of \$40,000,000, at \$2.50 per share.

As previously disclosed, on December 6, 2021, the Company’s wholly owned Hong Kong subsidiary, Woodland Corporation Limited, entered into an asset purchase agreement (the “APA”) with Starta Technology Services Limited, a Hong Kong company, to acquire certain bitcoin mining assets for a total purchase price of \$29.8 million.

Both the private placements and bitcoin mining asset purchase, and the related agreements were approved by the shareholders of the Company at the Special Meeting of the Shareholders held on December 28, 2021.

The asset purchase closed on February 11, 2022, for an aggregate price of \$29.8 million. The proceeds from the private placements were used to finance the acquisition of the bitcoin mining assets.

The Company anticipates its bitcoin mining operations will commence before the end of February 2022.

A copy of the press release regarding the closings of the private placement and the asset purchase transactions is attached hereto as Exhibit 99.1.

EXHIBIT INDEX

<u>Exhibit</u>	<u>Description</u>
99.1	Press release dated February 15, 2022

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MOXIAN (BVI) INC

Date: February 15, 2021

By: /s/ Deng Conglin

Name: Deng Conglin

Title : Chief Executive Officer

Exhibit 99.1**Moxian Raises \$40 Million in Private Placements and Starts Bitcoin Mining Operations**

Hong Kong, Feb. 15, 2022 (GLOBE NEWSWIRE) — Moxian (BVI) Inc (“Moxian” or the “Company”) (NASDAQ: MOXC), an Internet media marketing services provider, today announces that the Company has closed its private placement issue of 16 million new ordinary shares at \$2.50 per share, raising an aggregate US\$40 million. US\$29.8 million from the private placement have been utilized to purchase bitcoin mining assets and the balance retained as working capital. Both transactions and the related agreements were approved by the shareholders of the Company at a Special Meeting held on December 28, 2022.

The mining assets will be progressively deployed in operation in the United States beginning at the end of February 2022, representing a first step towards a diversification of the Company’s business.

About Moxian (BVI) Inc

Moxian (BVI) Inc, a company organized in the British Virgin Islands in May 2021, is the surviving company following its merger with Moxian, Inc. in August 2021. Moxian (BVI) Inc is based in Hong Kong SAR, China, and currently operates in Beijing, China, as a provider of media marketing services.

Forward-Looking Statements

This announcement contains forward-looking statements as defined in Section 21E of the Securities Exchange Act of 1934 as amended. These forward-looking statements are based on the Safe Harbor provisions of the Private Securities Litigation Reform Act of 1995 and may be governed by terms such as “will,” “expect,” “anticipate,” “future,” “intend,” “plan,” “believe,” “estimate,” “potential,” “continue,” “in progress,” “goal,” “guidance expectations” and similar statements are identified. The company may also include in its periodic reports to the US Securities and Exchange Commission (“SEC”), annual reports to shareholders, press releases and other written materials, as well as oral statements from third parties to the company’s management, directors or employees. Oral forward-looking statements. Any statements that are not historical facts, including statements about the company’s philosophy and expectations, are forward-looking statements that involve factors, risks, and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. These factors and risks include, but are not limited to, the following: company’s goals and strategies; future business development; financial status and operating results; expected growth of China’s credit industry, especially the expected growth of China’s online lending platform; market-oriented and credit products and The demand and acceptance of services; and the ability of credit to attract and retain borrowers and lenders in the market; the relationship between the company and strategic partners; industry competition; and policies and regulations related to the company’s structure, business and industry. More detailed information about these and other risks and uncertainties is included in the company’s filings with the Securities and Exchange Commission. All information provided in the company’s introduction is the latest information as of the date of publication of the company. Except as provided by applicable law, the company is not obligated to update such information.

For further information, please contact:

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