
**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): **August 1, 2013**

PROFIRE ENERGY, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

000-52376
Commission
File Number

20-0019425
(IRS Employer
Identification No.)

321 South 1250 West, Suite 1, Lindon, Utah
(Address of principal executive offices)

84042
(Zip code)

(801) 796-5127
(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 (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))
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Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 1, 2013, Mr. Daren Shaw was appointed as a Director of Profire Energy, Inc. (the "Company"). Mr. Shaw was appointed by the Company's Board of Directors to fill one of the vacant directorships on the Company's Board of Directors. Mr. Shaw will serve until the next election of Directors and until the election and qualification of his successor. Following is a brief description of Mr. Shaw's background and business experience:

Mr. Shaw has served for more than 25 years in leadership capacities with several financial services firms. Mr. Shaw currently serves as a Managing Director of Investment Banking at D.A. Davidson & Co., a middle-market full-service investment banking and brokerage firm. During his term as Managing Director at D.A. Davidson & Co., Mr. Shaw has served on the Senior Management Committee and Board of Directors and as the lead investment banker in a wide variety of transactions including public stock offerings, private placements, and mergers and acquisitions. Mr. Shaw joined D.A. Davidson & Co., in 1997. Mr. Shaw also served for 12 years with Pacific Crest Securities (formerly known as Gallagher Capital Corp.), in various roles, including Managing Director. Since 2012, Mr. Shaw has served as a member of the Board of Directors of The Ensign Group, Inc., a provider of skilled nursing and rehabilitative care services with more than 100 facilities located in 11 states. He currently serves as Chairman of The Ensign Group's audit committee and also serves on The Ensign Group's nominating and corporate governance, compensation, and special investigation committees. The Ensign Group is an SEC registrant. Mr. Shaw has also served as a member of the Board of Directors of Agri-Services, Inc., an agricultural equipment dealer based in Twin Falls, Idaho, since 2010, and as a member of the Board of Directors of Cadet Manufacturing, a zonal electric heater manufacturer based in Vancouver, Washington, since 2005. Mr. Shaw is 56 years old. We considered Mr. Shaw's extensive experience and leadership in the financial services industry and on the boards of directors of public and private companies in determining that he should serve as a director of the Company.

In exchange for his service on the Company's Board of Directors, Mr. Shaw will be paid a fee of \$2,000 per month and will annually be awarded a stock option grant of 100,000 shares. The terms and conditions of the stock option grant, including exercise price, vesting, etc., will be determined at the time of the option grant is awarded, which the Company anticipates will occur in the near future.

Item 7.01. Regulation FD Disclosure.

On August 1, 2013, the Company issued a press release announcing Mr. Shaw's appointment to the Company's Board of Directors. A copy of the press release is furnished herewith as Exhibit 99.1 and is incorporated herein by reference. The information furnished in this Current Report on Form 8-K, including exhibit 99.1 shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit Number</u> | <u>Description</u> |
|---------------------------|---|
| 99.1 | Profire Energy, Inc. press release dated August 1, 2013 |

SIGNATURE

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.

PROFIRE ENERGY, INC.

Date: August 1, 2013

By: /s/ Brenton W. Hatch
Brenton W. Hatch
Chief Executive Officer

EXHIBIT INDEX

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PROFIRE ENERGY APPOINTS DAREN SHAW TO SERVE ON BOARD OF DIRECTORS

Company Appoints Seasoned Investment Banker to Serve on Board of Directors

LINDON, Utah, August 1, 2013- Profire Energy, Inc. (OTCBB:PFIE), a technology company which manufactures, installs and services burner management systems and other combustion technologies for the oil and gas industry, today announced the appointment of Daren Shaw to serve on its board of directors.

Mr. Shaw is a managing director of Investment Banking at D.A. Davidson & Co., a middle-market investment bank and investment brokerage firm with \$26 billion of assets under management and offices nationwide. Since joining Davidson in 1997, Mr. Shaw has served as the lead investment banker in a wide variety of transactions, and as a member of D.A. Davidson & Co.'s Senior Management Committee, Commitment Committee, and Board of Directors. He currently serves on the Boards of Directors of The Ensign Group (NASDAQ:ENSG), Agri-Services, Inc., and Cadet Manufacturing.

Prior to joining D.A. Davidson & Co. in 1997, Mr. Shaw was a Managing Director at Pacific Crest Securities in Portland, Oregon and a manager in KPMG's private business advisory group. He graduated with a B.A. in Accounting from Utah State University in 1980.

"In Daren's 25-plus years of investment banking, he has helped many private and public companies position themselves for significant growth—largely because he places a strong emphasis on strategic execution and delivery of stakeholder value," said Andrew Limpert, chief financial officer of Profire. "His ability to see the big picture and lead companies to new heights will certainly be a valuable asset to Profire's board of directors."

Mr. Shaw is expected to enhance the financial leadership of the Company's board of directors, and will play an active role as the Company prepares for domestic and international expansion, as well as a potential uplisting to a national stock exchange.

"We couldn't be happier with Daren's decision to join the board," said Brenton W. Hatch, chief executive officer of Profire. "He brings with him a wealth of knowledge about financial markets, financial management and corporate strategy, as well as profound analytical abilities. These strengths will serve the board well as we continue to execute our growth plans, and will enhance the Company's vision and direction."

"I believe Profire Energy is positioned to significantly impact the oil and gas industry's use of technology to decrease costs, improve safety and reduce the impact on the environment," said Shaw. "In consideration of their attractive market position, growth prospects, and commitment to strong fundamentals, I am very much looking forward to serving on the Company's board of directors."

To learn more about Profire Energy or its products, please contact Profire Energy, or visit www.ProfireEnergy.com.

About Profire Energy, Inc.

Profire Energy assists energy production companies in the safe and efficient transportation, refinement and production of oil and natural gas. As energy companies seek greater safety for their employees, compliance with more stringent EPA standards and enhanced margins with their energy production processes, Profire Energy's burner management systems are increasingly becoming part of their solution. To learn more about the company's products and services, please visit www.ProfireEnergy.com. Profire Energy has offices in Lindon, Utah; Houston, Texas; and Edmonton, Alberta, Canada.

Cautionary Note Regarding Forward-Looking Statements. Statements made in this release that are not historical are forward-looking statements. This release contains forward-looking statements, including, but not limited to statements regarding the skills Mr. Shaw may bring to the company's board of directors and the benefits that may be realized from his appointment, the company seeking a listing on a national securities exchange, the company's position in the market, potential expansion in domestic and international markets, and the ability of the company's products to influence the oil and gas industry, decrease costs, improve safety and reduce environmental impact. All such forward-looking statements are subject to uncertainty and changes in circumstances. Forward-looking statements are not guarantees of future results or performance and involve risks, assumptions and uncertainties that could cause actual events or results to differ materially from the events or results described in, or anticipated by, the forward-looking statements. Factors that could materially affect such forward-looking statements include certain economic, business, public market and regulatory risks and factors identified in the company's periodic reports filed with the Securities Exchange Commission. All forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. All forward-looking statements are made only as of the date of this release and the company assumes no obligation to update forward-looking statements to reflect subsequent events or circumstances. Readers should not place undue reliance on these forward-looking statements.

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