

Accelerize Inc.
Form 8-K
February 08, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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): **February 8, 2019 (February 4, 2019)**

ACCELERIZE INC.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

000-52635 **20-3858769**
(Commission File Number) (IRS Employer Identification No.)

20411 SW Birch Street, Suite 250

Newport Beach, California

92660

(Address of Principal Executive Offices)

(Zip
Code)

(949) 548-2253

(Registrant's Telephone Number, Including Area Code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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

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 5.03 **Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On February 4, 2019, Accelerize Inc. (the “Company”) filed an amendment to its Certificate of Incorporation with the Secretary of State of the State of Delaware increasing the Company’s authorized shares of common stock, par value \$0.001 per share (the “Common Stock”), from 100,000,000 to 500,000,000 shares of Common Stock (the “Amendment”). The Amendment was approved by the written consent of the majority of the Company’s issued and outstanding shares of Common Stock. The Company’s issued and outstanding shares of Common Stock were not affected by the Amendment.

A copy of the Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On December 3, 2018, the Company commenced a written consent solicitation from its stockholders to approve the Amendment and the first consent was delivered on December 10, 2018. At the time of the filing of the Amendment, the Company’s stockholders had approved the Amendment. The Amendment required the written consent of the majority of the Company’s issued and outstanding shares of Common Stock. At the record date for the written consent solicitation the Company had 66,179,709 shares of Common Stock issued and outstanding. The votes were as follows:

For	Against	Abstain	Broker Non-Votes
35,242,875	1,233,491	1,400	-

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.1 Certificate of Amendment to the Company’s Certificate of Incorporation.

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.

ACCELERIZE INC.

By: /s/ Brian Ross

Name: Brian Ross

Title: President and Chief Executive Officer

Date: February 8, 2019