

**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): May 20, 2019

**ORBITAL TRACKING CORP.**

(Exact name of the registrant as specified in its charter)

Nevada  
\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

00-25097  
\_\_\_\_\_  
(Commission  
File Number)

65-0783722  
\_\_\_\_\_  
(IRS Employer  
Identification No.)

18851 N.E. 29th Ave., Suite 700, Aventura, FL 33180  
(Address of principal executive offices) (Zip code)

Registrant's telephone number, including area code: (305) 560-5355

N/A  
(Former name or 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)).

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.

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
N/A	N/A	N/A

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

On May 20, 2019, following the approval on May 14, 2019, of the board of directors of Orbital Tracking Corp. (the “Company”) and a majority of the shareholders of the Series E preferred stock, the Company filed an Amended and Restated Certificate of Designations (the “Amended and Restated Certificate”) for the Company’s Series E preferred stock. The amendments had the effect of changing the conversion rights such that the 9.99% blocker was eliminated.

The foregoing description of the Amended and Restated Certificate is qualified in its entirety by reference to the Amended and Restated Certificate, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits**

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#"><u>Amended and Restated Certificate of Designations for the Series E Preferred Stock.</u></a>

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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 behalf of the undersigned hereunto duly authorized.

**ORBITAL TRACKING CORP.**

Date: May 21, 2019

By: /s/ David Phipps  
David Phipps  
President and Chief Executive Officer

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BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov



\*150303\*

**Amendment to  
Certificate of Designation  
After Issuance of Class or Series**  
(PURSUANT TO NRS 78.1955)

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number	<b>20190217630-21</b>
	Filing Date and Time	<b>05/20/2019 7:51 AM</b>
	Entity Number	<b>E0038682014-4</b>

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Certificate of Designation**  
**For Nevada Profit Corporations**  
**(Pursuant to NRS 78.1955 - After Issuance of Class or Series)**

1. Name of corporation:

Orbital Tracking Corp.

2. Stockholder approval pursuant to statute has been obtained.

3. The class or series of stock being amended:

Series E Preferred Stock

4. By a resolution adopted by the board of directors, the certificate of designation is being amended as follows or the new class or series is:

SEE ATTACHED AMENDED AND RESTATED CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF SERIES E CONVERTIBLE PREFERRED STOCK. \*\*\*\*

5. Effective date of filing: (optional)

(must not be later than 90 days after the certificate is filed)

6. Signature: (required)

X *Inerem Carlise*

Signature of Officer

Filing Fee: \$175.00

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State NRS Amend Designation - After  
Revised: 1-5-15

**ORBITAL TRACKING CORP.**  
**AMENDED AND RESTATED**  
**CERTIFICATE OF DESIGNATION OF PREFERENCES,**  
**RIGHTS AND LIMITATIONS**  
**OF**  
**SERIES E CONVERTIBLE PREFERRED STOCK**

PURSUANT TO SECTION 78 OF THE  
NEVADA REVISED STATUTES

The undersigned President and Chief Executive Officer of Orbital Tracking Corp., a Nevada corporation (the "Corporation"), DOES HEREBY CERTIFY that the following resolution was duly adopted by the Board of Directors of the Corporation by unanimous written consent on May 14, 2019;

NOW, THEREFORE, BE IT RESOLVED:

Section 1. Designation and Authorized Shares. The Corporation shall be authorized to issue 8,746,000 shares of Series E Preferred Stock, par value \$0.0001 per share (the "Series E Preferred Stock").

Section 2. Stated Value. Each share of Series E Preferred Stock shall have a stated value of one-ten thousandth (\$0.0001) of one cent (the "Stated Value").

Section 3. Liquidation.

(a) Upon the liquidation, dissolution or winding up of the business of the Corporation, whether voluntary or involuntary, each holder of Series E Preferred Stock shall be entitled to receive, for each share thereof, out of assets of the Corporation legally available therefor, a preferential amount in cash equal to (and not more than) the Stated Value. All preferential amounts to be paid to the holders of Series E Preferred Stock in connection with such liquidation, dissolution or winding up shall be paid before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to the holders of (i) any other class or series of capital stock whose terms expressly provide that the holders of Series E Preferred Stock should receive preferential payment with respect to such distribution (to the extent of such preference) and (ii) the Corporation's common stock (the "Common Stock"). If upon any such distribution the assets of the Corporation shall be insufficient to pay the holders of the outstanding shares of Series E Preferred Stock (or the holders of any class or series of capital stock ranking on a parity with the Series E Preferred Stock as to distributions in the event of a liquidation, dissolution or winding up of the Corporation) the full amounts to which they shall be entitled, such holders shall share ratably in any distribution of assets in accordance with the sums which would be payable on such distribution if all sums payable thereon were paid in full.

(b) Any distribution in connection with the liquidation, dissolution or winding up of the Corporation, or any bankruptcy or insolvency proceeding, shall be made in cash to the extent possible. Whenever any such distribution shall be paid in property other than cash, the value of such distribution shall be the fair market value of such property as determined in good faith by the Board of Directors of the Corporation.

Section 4. Conversion.

(a) Conversion Right. Each holder of Series E Preferred Stock may, from time to time, convert any or all of such holder's shares of Series E Preferred Stock into fully paid and nonassessable shares of Common Stock in an amount equal to 0.0667 shares of Common Stock for each one share of Series E Preferred Stock surrendered (the "Converted Common Stock").

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(b) *Conversion Procedure.* In order to exercise the conversion privilege under this Section 4, the holder of any shares of Series E Preferred Stock to be converted shall give written notice to the Corporation at its principal office that such holder elects to convert such shares of Series E Preferred Stock or a specified portion thereof into shares of Common Stock as set forth in such notice. At such time as the certificate or certificates representing the Series E Preferred Stock which has been converted are surrendered to the Corporation, the Corporation shall issue and deliver a certificate or certificates representing the number of shares of Common Stock determined pursuant to this Section 4. In case of conversion of only a part of the shares of Series E Preferred Stock represented by a certificate surrendered to the Corporation, the Corporation shall issue and deliver a new certificate for the number of shares of Series E Preferred Stock which have not been converted. Until such time as the certificate or certificates representing Series E Preferred Stock which has been converted are surrendered to the Corporation and a certificate or certificates representing the Common Stock into which such Series E Preferred Stock has been converted have been issued and delivered, the certificate or certificates representing the Series E Preferred Stock which have been converted shall represent the shares of Common Stock into which such shares of Series E Preferred Stock have been converted. The Corporation shall pay all documentary, stamp or similar issue or transfer tax due on the issue of shares of Common Stock issuable upon conversion of the Series E Preferred Stock.

Section 5. *Voting.* Except as otherwise expressly required by law or this Section 5, each holder of Series E Preferred Stock shall be entitled to vote on all matters submitted to shareholders of the Corporation and shall be entitled to 0.0667 votes for each share of Series E Preferred Stock owned on the record date for the determination of shareholders entitled to vote on such matter or, if no such record date is established, on the date such vote is taken or any written consent of shareholders is solicited. Except as otherwise required by law or this Section 5, the holders of shares of Series E Preferred Stock shall vote together with the holders of Common Stock on all matters and shall not vote as a separate class.

Section 6. *Other Provisions.* The Corporation and its transfer agent, if any, for the Series E Preferred Stock may deem and treat the record holder of any shares of Series E Preferred Stock and, upon conversion of the Series E Preferred Stock, the Converted Common Stock, as reflected on the books and records of the Corporation as the sole true and lawful owner thereof for all purposes, and neither the Corporation nor any such transfer agent shall be affected by any notice to the contrary.

Section 7. *Restriction and Limitations.* Except as expressly provided herein or as required by law, so long as any shares of Series E Preferred Stock remain outstanding, the Corporation shall not, without the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series E Preferred Stock, take any action which would adversely and materially affect any of the preferences, limitations or relative rights of the Series E Preferred Stock, including without limitation:

(A) Reduce the amount payable to the holders of Series E Preferred Stock upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or change the relative seniority of the liquidation preferences of the holders of Series E Preferred Stock to the rights upon liquidation of the holders of any other capital stock in the Corporation; or

(B) Cancel or modify adversely and materially the voting rights as provided in Section 5 herein.

Section 8. *Certain Adjustments.*

(a) *Stock Dividends and Stock Splits.* If the Corporation, at any time while the Series E Preferred Stock is outstanding: (A) shall pay a stock dividend or otherwise make a distribution or distributions on shares of its Common Stock or any other equity or equity equivalent securities payable in shares of Common Stock (which, for avoidance of doubt, shall not include any shares of Common Stock issued by the Corporation pursuant to the Series E Preferred Stock), (B) subdivide outstanding shares of Common Stock into a larger number of shares, (C) combine (including by way of reverse stock split) outstanding shares of Common Stock into a smaller number of shares, or (D) issue by reclassification of shares of the Common Stock any shares of capital stock of the Corporations, each share of Series E Preferred Stock shall receive such consideration as if such number of shares of Series E Preferred Stock had been, immediately prior to such foregoing dividend, distribution, subdivision, combination or reclassification, the holder of one share of Common Stock. Any adjustment made pursuant to this Section shall become effective immediately after the record date for the determination of stockholders entitled to receive such dividend or distribution and shall become effective immediately after the effective date in the case of a subdivision, combination or re-classification.

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(b) *Fundamental Transaction*. If, at any time while the Series E Preferred Stock is outstanding, (A) the Corporation effects any merger or consolidation of the Corporation with or into another Person, (B) the Corporation effects any sale of all or substantially all of its assets in one transaction or a series of related transactions, (C) any tender offer or exchange offer (whether by the Corporation or another Person) is completed pursuant to which holders of Common Stock are permitted to tender or exchange their shares for other securities, cash or property, or (D) the Corporation effects any reclassification of the Common Stock or any compulsory share exchange pursuant to which the Common Stock is effectively converted into or exchanged for other securities, cash or property (in any such case, a "Fundamental Transaction"), then, upon any subsequent conversion of this Series E Preferred Stock, the holders of the Series E Preferred Stock shall have the right to receive, for each share of Common Stock that would have been issuable upon such conversion immediately prior to the occurrence of such Fundamental Transaction, the same kind and amount of securities, cash or property as it would have been entitled to receive upon the occurrence of such Fundamental Transaction if it had been immediately prior to such Fundamental Transaction, the holder of one share of Common Stock. For purposes hereof, "Person" shall mean any individual, entity or group within the meaning of Section 13(d)(3) or Section 14(d)(2) of the Securities Exchange Act of 1934, as amended.

IN WITNESS WHEREOF, the undersigned has executed this Amended and Restated Certificate of Designation this 14th day of May, 2019.

ORBITAL TRACKING CORP.

By: /s/ David Phipps

Name: David Phipps

Title: President and Chief Executive Officer

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