

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**DarkPulse, Inc.**

**Form: 3**

**Date Filed: 2019-02-15**

Corporate Issuer CIK: 866439

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person O'Leary Dennis M <small>(Last) (First) (Middle)</small> C/O DARKPULSE, INC., 350 5TH AVE, 59TH FLOOR <small>(Street)</small> NEW YORK, NY 10018 <small>(City) (State) (Zip)</small>		2. Date of Event Requiring Statement (Month/Day/Year) 07/18/2018	3. Issuer Name and Ticker or Trading Symbol DarkPulse, Inc. [DPLS]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Co-Chief Executive Officer		5. If Amendment, Date Original Filed(Month/Day/Year)
				6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series D Preferred Stock (1)	07/18/2018	(1)	Common Stock, Par Value \$0.01	393,980,830	\$ (1)	D	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Leary Dennis M C/O DARKPULSE, INC. 350 5TH AVE, 59TH FLOOR NEW YORK, NY 10018	X		Co-Chief Executive Officer	

**Signatures**

/s/ Dennis M. O'Leary   02/15/2019  
\*\*Signature of Reporting Person   Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).  
Represents shares of common stock issuable upon conversion of Series D Preferred Stock as of February 7, 2019. On July 12, 2018, the Company filed a Certificate of Designation with the State of Delaware amending the designation of its previously designated "Class D Voting Preferred Stock," designating 100,000 shares of the Company's preferred stock as "Series D Preferred Stock." There (1) are presently 88,235 shares of Series D Preferred Stock outstanding. Each share of common stock entitles its holder to one vote on each matter submitted to the stockholders. Each share of Series D Preferred Stock entitles the holder to 6,000 votes on all matters submitted to a vote of the Company's stockholders and is convertible at the election of the holder into a number of shares of common stock equal to the number of outstanding shares of stock of the Company multiplied by 5 2/3, divided by the number of outstanding shares of Series D Preferred Stock. \*(see remarks)

**Remarks:**

\* Includes securities held by Fantastic North America Inc. Mr. O'Leary, our Chairman of the Board and Co-Chief Executive Officer, is the sole owner and executive officer of Fantastic North America Inc.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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