

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities and Exchange Act of 1934

Date of Report (Date of earliest event reported): December 2, 2022

Commission File Number 000-18730

DARKPULSE, INC.

(Exact name of small business issuer as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation or organization)

87-0472109

(I.R.S. Employer
Identification No.)

815 Walker Street, Suite 1155, Houston, TX 77002

(Address of principal executive offices)

800-436-1436

(Issuer's telephone number)

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 Instructions 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))

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

Title of each class

Not applicable.

Trading Symbol(s)

Name of each exchange on which registered

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.

Amendment to Series A Preferred Certificate of Designation

On December 2, 2022, pursuant to the approval of the Board of Directors and the holder of Series A Preferred Stock of DarkPulse, Inc., a Delaware corporation (the "**Company**"), the Company amended the Certificate of Designation for the Series A Preferred Stock. Pursuant to the amendment, as corrected, the following Section 5 was added:

5. **Automatic Conversion.** The holders of Series A Preferred Stock shall have conversion rights and obligations as follows:

(a) One (1) Business Day (as defined below) prior to the occurrence of a Change of Control (as defined below) (the "**Conversion Date**"), the shares of Series A Preferred Stock shall automatically convert into shares of Common Stock of the Corporation on a pro rata basis (the "**Conversion Shares**") which shall equal twenty-five percent (25%) of the fully-diluted shares of Common Stock the Corporation as of the Conversion Date or securities of the post-merger entity if the "Change of Control" is a merger of the Corporation into another entity or if the Corporation becomes a subsidiary of another entity. The number of Conversion Shares so determined shall be rounded up to the nearest whole number of shares. For purposes of this paragraph, a "Change of Control" of the Corporation is defined as the date that any person or group of persons (other than the shareholders of the Corporation as of the date of first issuance of shares of Series A Preferred Stock) shall have acquired beneficial ownership (within the meaning of Rule 13d-3 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended) of fifty-one percent (51%) or more of the issued and outstanding shares of capital stock of the Corporation having the right to vote for the election of directors of the Corporation under ordinary circumstances.

(b) All Conversion Shares, will, upon issuance, be duly issued, fully paid and nonassessable and free from all taxes, liens, and charges with respect to the issuance thereof.

The Certificate of Amendment and the Certificate of Correction are filed as Exhibits 3.1 and 3.2 hereto, respectively.

Amendment to Series D Preferred Certificate of Designation

On December 23, 2021, pursuant to the approval of the Board of Directors and a majority vote of the holders of Series D Preferred Stock of the Company, the Company amended the

Certificate of Designation for the Series D Preferred Stock. Pursuant to the amendment, Section 4 was changed to the following:

4. Conversion. Each share of Series D Stock shall be convertible, at the sole and exclusive election of the holder of such share of Series D Preferred Stock, into two (2) shares of Common Stock of the Corporation.

One (1) Business Day (as defined below) prior to the occurrence of a Change of Control (as defined below), the shares of Series D Preferred Stock shall automatically convert into two (2) shares of Common Stock of the Corporation (the "**Conversion Shares**"). For purposes of this paragraph, a "Change of Control" of the Corporation is defined as the date that any person or group of persons shall have acquired beneficial ownership (within the meaning of Rule 13d-3 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended) of fifty-one percent (51%) or more of the issued and outstanding shares of capital stock of the Corporation having the right to vote for the election of directors of the Corporation under ordinary circumstances. All Conversion Shares, will, upon issuance, be duly issued, fully paid and nonassessable and free from all taxes, liens, and charges with respect to the issuance thereof.

The Certificate of Amendment is filed as Exhibit 3.3 hereto.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment for Series A Preferred Stock filed December 2, 2022
3.2	Certificate of Correction for Certificate of Amendment For Series A Preferred Stock filed December 8, 2022
3.3	Certificate of Amendment for Series D Preferred Stock filed December 2, 2022
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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

DarkPulse, Inc.

Date: December 8, 2022

By: /s/ Dennis O'Leary
Dennis O'Leary, Chief Executive Officer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF "DARKPULSE, INC.",
FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2022,
AT 12:21 O'CLOCK P.M.



2215728 8100
SR# 20224159132

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Jeffrey W. Bullock, Secretary of State

Authentication: 204991071
Date: 12-02-22

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:21PM 12/02/2022
FILED 12:21PM 12/02/2022
SR 20224159132 - Filing Number 2215728

**CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF DESIGNATION
OF THE
PREFERENCES, RIGHTS, LIMITATIONS, QUALIFICATIONS AND RESTRICTIONS
OF THE
SERIES A SUPER VOTING PREFERRED STOCK
OF
DARKPULSE, INC.**

(Pursuant to Section 151 of the General Corporation Law of the State of Delaware)

DarkPulse, Inc. (hereinafter called the "**Corporation**"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify as follows:

1. That by resolution of the Board of Directors of the Corporation, and by a Certificate of Designation filed in the office of the Secretary of State of Delaware on June 24 2022, the Corporation authorized a series of 100 shares of Series A Super Voting Preferred Stock, par value \$0.01 per share, of the Corporation (the "**Series A Preferred Stock**") and established the powers, preferences and rights of the Series A Preferred Stock and the qualifications, limitations and restrictions thereof.

2. As of the date hereof 100 shares of Series A Preferred Stock are issued and outstanding.

3. That, pursuant to the authority conferred on the Board of Directors of the Corporation by its Certificate of Incorporation, as amended (the "**Certificate of Incorporation**"), and the provisions of Section 151 of the General Corporation Law of the State of Delaware, the Board of Directors of the Corporation adopted the following resolution setting forth an amendment to the Certificate of Designation of Series A Preferred Stock of the Corporation.

4. The sole holder of the Series A Preferred Stock of the Corporation approved the resolution setting forth an amendment to the Certificate of Designation of Series A Preferred Stock of the Corporation. The resolution setting forth the amendment is as follows:

RESOLVED: That the following Section 5 of the Certificate of Designation of Series A Convertible Preferred Stock of the Corporation titled "Conversion" be added to the existing Certificate of Designation of Series A Convertible Preferred Stock:

5. Automatic Conversion. The holders of Series A Preferred Stock shall have conversion rights and obligations as follows:

(a) One (1) Business Day (as defined below) prior to the occurrence of a Change of Control (as defined below) (the "**Conversion Date**"), the shares of Series A Preferred Stock shall automatically convert into shares of Common Stock of the Corporation on a pro rata basis (the "**Conversion Shares**") which shall equal thirty percent (30%) of the fully-diluted shares of Common Stock the Corporation as of the Conversion Date or securities of the post merger entity if the "Change of Control" is a merger of the Corporation into another entity or if the Corporation becomes a subsidiary of another entity. The number of Conversion Shares so determined shall be rounded up to the nearest whole number of shares. For purposes of this paragraph, a "Change of Control" of the Corporation is defined as the date that any person or group of persons (other than the shareholders of the Corporation as of the date of first issuance of

shares of Series A Preferred Stock) shall have acquired beneficial ownership (within the meaning of Rule 13d-3 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended) of fifty-one percent (51%) or more of the issued and outstanding shares of capital stock of the Corporation having the right to vote for the election of directors of the Corporation under ordinary circumstances.

(b) All Conversion Shares, will, upon issuance, be duly issued, fully paid and nonassessable and free from all taxes, liens, and charges with respect to the issuance thereof.

5. This Certificate of Amendment to Certificate of Designations was duly adopted by the Corporation's directors and stockholders in accordance with the applicable provisions of Sections 242 of the DGCL.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be executed by its duly authorized officer on this 2nd day of December, 2022.

DARKPULSE, INC.

By:

Name: Dennis O'Leary

Title: Chief Executive Officer

DocuSigned by:
Dennis O'Leary
9C1268CEA21840F

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF CORRECTION OF "DARKPULSE, INC.", FILED IN THIS OFFICE ON THE EIGHTH DAY OF DECEMBER, A.D. 2022, AT 1:26 O'CLOCK P.M.



A handwritten signature of Jeffrey W. Bullock in black ink, written over a horizontal line.

Authentication: 105043824
Date: 12-08-22

2215728 8100
SR# 20224213319

You may verify this certificate online at corp.delaware.gov/authver.shtml

1

State of Delaware
Secretary of State
Division of Corporations
Delivered 01:26 PM 12/08/2022
FILED 01:26 PM 12/08/2022
SR 20224213319 - File Number 2215728

**CERTIFICATE OF CORRECTION OF THE
CERTIFICATE OF AMENDMENT
OF THE
CERTIFICATE OF DESIGNATION
OF THE
PREFERENCES, RIGHTS, LIMITATIONS, QUALIFICATIONS AND RESTRICTIONS OF THE
SERIES A SUPER VOTING PREFERRED STOCK
OF
DARKPULSE, INC.**

DarkPulse, Inc, a Delaware corporation (the **"Company"**), in accordance with the provisions of Section 103 of the General Corporation Law of the State of Delaware, DOES HEREBY CERTIFY:

1. The name of the Company is DarkPulse, Inc.
2. A Certificate of Amendment of the Certificate of Designation of the Preferences, Rights, Limitations, Qualifications and Restrictions of the Series A Super Voting Preferred Stock of the Company was filed with the Secretary of State of the State of Delaware (the **"Secretary of State"**) on December 2, 2022 (the **"Certificate of Amendment"**) and said Certificate of Amendment requires correction as permitted by subsection (f) of Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of said Certificate of Amendment to be corrected is that it stated incorrectly that the automatic conversion provision would result in the Series A Super Voting Preferred Stock would convert into 30% instead of 25% of the fully-diluted shares of Common Stock the Company as of the Conversion Date or securities of the post-merger entity if the "Change of Control" is a merger of the Company into another entity or if the Company becomes a subsidiary of another entity.
4. The Certificate of Incorporation is corrected by inserting "twenty-five percent (25%)" in the place of "thirty percent (30%)" in Section 5(a) of the Certificate of Amendment:
 - (a) One (1) Business Day (as defined below) prior to the occurrence of a Change of Control (as defined below) (the **"Conversion Date"**), the

shares of Series A Preferred Stock shall automatically convert into shares of Common Stock of the Corporation on a pro rata basis (the “**Conversion Shares**”) which shall equal twenty-five percent (25%) of the fully-diluted shares of Common Stock the Corporation as of the Conversion Date or securities of the post-merger entity if the "Change of Control" is a merger of the Corporation into another entity or if the Corporation becomes a subsidiary of another entity. The number of Conversion Shares so determined shall be rounded up to the nearest whole number of shares. For purposes of this paragraph, a “Change of Control” of the Corporation is defined as the date that any person or group of persons (other than the shareholders of the Corporation as of the date of first issuance of shares of Series A Preferred Stock) shall have acquired beneficial ownership (within the meaning of Rule 13d-3 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended) of fifty-one percent (51%) or more of the issued and outstanding shares of capital stock of the Corporation having the right to vote for the election of directors of the Corporation under ordinary circumstances.

5. All other provisions of the Certificate of Amendment remain unchanged.

IN WITNESS WHEREOF, the Company has caused this Certificate of Correction to be executed as of the 6th day of December, 2022.

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.

DARKPULSE, INC.

By: /s/ Dennis O'Leary

Name: Dennis O'Leary

Title: Chief Executive Officer

Delaware

The First State

Page 1

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF
DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT
COPY OF THE CERTIFICATE OF AMENDMENT OF "DARKPULSE, INC.",
FILED IN THIS OFFICE ON THE SECOND DAY OF DECEMBER, A.D. 2022,
AT 12:25 O'CLOCK P.M.



2215728 8100
SR# 20224159134

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JB", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed.

Authentication: 204991347
Date: 12-02-22

State of Delaware
Secretary of State
Division of Corporations
Delivered 12:25PM 12/02/2022
FILED 12:25 PM 12/02/2022
SR 20224159134 - FilNumber 2215728

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF DESIGNATION OF
PREFERENCES AND RIGHTS OF
SERIES D PREFERRED STOCK
OF
DARKPULSE, INC.**

DarkPulse, Inc., a corporation organized under and existing under the laws of the State of Delaware (the "**Corporation**"), certifies that:

FIRST: The name of the Corporation is DarkPulse, Inc. The Corporation was originally incorporated under the name "Klever Marketing, Inc."

SECOND: The Corporation's Certificate of Designation of Preferences and Rights of Series D Preferred Stock was filed with the Secretary of State of the State of Delaware on July 12, 2018 and amended on December 23, 2021.

THIRD: The Board of Directors of the Corporation, acting in accordance with the provision of Sections 141 and 242 of the Delaware General Corporation Law (the "**DGCL**") adopted resolutions to amend Paragraph 4 of the Certificate of Designation of Preferences and Rights of Series D Preferred Stock to read in its entirety as follows:

4. Conversion. Each share of Series D Stock shall be convertible, at the sole and exclusive election of the holder of such share of Series D Preferred Stock, into two (2) shares of Common Stock of the Corporation.

One (1) Business Day (as defined below) prior to the occurrence of a Change of Control (as defined below), the shares of Series D Preferred Stock shall automatically convert into two (2) shares of Common Stock of the Corporation (the "**Conversion Shares**"). For purposes of this paragraph, a "Change of Control" of the Corporation is defined as the date that any person or group of persons shall have acquired beneficial ownership (within the meaning of Rule 13d-3 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended) of fifty-one percent (51%) or more of the issued and outstanding shares of capital stock of the Corporation having the right to vote for the election of directors of the Corporation under ordinary circumstances. All Conversion Shares, will, upon issuance, be duly issued, fully paid and nonassessable and free from all taxes, liens, and charges with respect to the issuance thereof.

FOURTH: This Certificate of Amendment to the Certificate of Designation of Preferences and Rights of Series D Preferred Stock was duly adopted by the Corporation's directors and stockholders in accordance with the applicable provisions of Sections 242 of the DGCL.

[Remainder of page intentionally left blank. Signature page follows.]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Designation of Preferences and Rights of Series D Preferred Stock to be signed and attested this 2nd day of December 2022.

DARKPULSE, INC.

DocuSigned by:

Dennis O'Leary

Dennis O'Leary

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Chief Executive Officer

