

# MCIG, INC.

## FORM 8-K (Current report filing)

Filed 07/18/14 for the Period Ending 07/18/14

Address	4720 SALISBURY ROAD, STE 100 JACKSONVILLE, FL, 32256
Telephone	570-778-6459
CIK	0001525852
Symbol	MCIG
SIC Code	2111 - Cigarettes
Industry	Tobacco
Sector	Consumer Non-Cyclicals
Fiscal Year	04/30

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) July 16, 2014

**mCig, Inc.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation)

**333-175941**

(Commission File Number)

**27-4439285**

(IRS Employer Identification No.)

**800 Bellevue Way NE, Suite 400, Bellevue, WA**

(Address of principal executive offices)

**98004**

(Zip Code)

**425-462-4219**

Registrant's telephone number

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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As used in this report, the terms "Company," "our company," "us," "mCig," "we" and "our" refer to mCig, Inc. unless the context requires otherwise

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

On July 16, 2014, the Board of Directors approved the conversion rate of ten for one (ten shares of common stock for each share of Series A Preferred Stock). In addition, the Board of Directors reduced the number of shares of Series A Preferred Stock to the amount issued and outstanding (23,000,000) and executed a lock up agreement such that Mr. Rosenberg cannot convert the Series A Convertible Preferred Stock until after the year ended April 30, 2015. An Amendment to the Articles of Incorporation was filed with the State of Nevada (to be included, upon receipt of the stamped filed copy, as an Exhibit to the Company's Form 10-K for the year ended April 30, 2014). The intent of this action was to allow Mr. Rosenberg, who cancelled 230,000,000 shares of the Company common stock held by Mr. Rosenberg in exchange for 23,000,000 shares of the Company's Series A Preferred Stock, to be placed back in the position he was in prior to the exchange of common stock for preferred. Mr. Rosenberg undertook this action in the best interests of the shareholders in order to provide the availability of additional shares of common stock for prospective mergers or acquisitions. As Mr. Rosenberg is the sole director and holds the majority of capital voting shares, the decision was subjective and based upon his best judgment and his fiduciary duty to the shareholders. As the sole director and the holder of the majority of capital voting shares there is a risk that Mr. Rosenberg can reverse his decision or convert his Series A Convertible Shares after April 30, 2015, significantly diluting the common stock. There are no plans or intentions for Mr. Rosenberg to convert his Series A Preferred Stock at present or after April 30, 2015.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Written Consent of the Board of Directors

SIGNATURES

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

**mCig, Inc.**  
(Registrant)

By: /s/ Paul Rosenberg  
Paul Rosenberg  
Chief Executive Officer

Date: July 18, 2014

**WRITTEN CONSENT OF THE  
BOARD OF DIRECTORS OF  
mCig, Inc.**

**THE UNDERSIGNED**, being the sole member of the Board of Directors of **mCig, Inc.**, a Nevada corporation (the "Corporation"), pursuant to Section 78.315, Nevada Revised Statutes, does hereby adopt the resolutions set forth below and upon execution of this consent (the "Consent"), the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as those adopted in a formal meeting of the Corporation's Board of Directors, duly called and held for the purpose of acting upon proposals to adopt such resolutions:

**Series A Preferred Stock**

**WHEREAS**, the Board of Directors of the Corporation has designated 50,000,000 shares of preferred stock as Series A Convertible Preferred Stock, approved the rights and preferences of the Series A Convertible Preferred Stock and issued 23,000,000 to Paul Rosenberg; and

**WHEREAS**, the Board of Directors believes that it is in the best interests of the shareholders to attach a conversion rate to the Series A Convertible Preferred Stock such that the Holder will be receive an identical number of shares contributed to receive the Series A Convertible Preferred Stock; and

**WHEREAS**, the Board of Directors believes that it is in the best interests of the shareholders to reduce the number of Series A Convertible Preferred Stock to the 23,000,000 currently issued and to lock up the ability to covert those shares until after April 30, 2015, to prevent dilution to the current shareholders;

**THEREFORE, BE IS RESOLVED**, the Board of Directors of the Corporation hereby approves the conversion rate of ten for one (ten shares of common stock for each share of Series A Convertible Preferred Stock) and shall this revisions to the rights and preferences and limitations of the Series A Convertible Preferred Stock with the Secretary of the State of Nevada; and

**FURTHER RESOLVED**, that the Corporation reduces the number of Series A Convertible Preferred Stock to 23,000,000 shares;

**FURTHER RESOLVED**, that the Corporation approves the lock up agreement attached hereto as Appendix A;

**FURTHER RESOLVED**, that the Corporation reserves from its authorized and unissued Common Stock sufficient shares to provide for the issuance of Common Stock upon the full conversion of the Series A Convertible Preferred Stock pursuant to the terms and conditions of the Series A Convertible Preferred Stock; and

**FURTHER RESOLVED**, that the Corporation shall file a current report on Form 8-K to report the Series A Preferred Stock and the lock up agreement within four business days; and

**FURTHER RESOLVED**, that any and all actions heretofore reasonably taken by or on behalf of the Corporation in the conduct of its business prior to the date hereof are approved, ratified and confirmed in all respects as being the acts and deeds of the Corporation, including any and all actions heretofore made for or on behalf or in the name of the Corporation by any of the Corporation's officers and directors.

**IN WITNESS WHEREOF**, the undersigned being a majority of the directors of the Corporation, has executed this Written Consent effective as of the 16<sup>th</sup> day of July, 2014.

DIRECTOR:

/s/ Paul Rosenberg  
Paul Rosenberg

APPENDIX A

**Lock-Up Agreement**

I, Paul Rosenberg, in connection with my ownership of 23,000,000 shares of Series A Convertible Preferred Shares (the "Shares") do hereby agree that neither I nor any entity controlled by me will sell, contract to sell or make any other disposition of, or grant any purchase option for the sale of, any shares of Series A Convertible Preferred Shares, directly or indirectly, whether or not I disclaim beneficial ownership of such shares of Series A Convertible Preferred Shares.

This Lock-Up Agreement expires on April 30, 2015.

IN WITNESS WHEREOF, I have signed this Certificate as of the 16<sup>th</sup> day of July, 2014.

/s/ Paul Rosenberg  
Paul Rosenberg

Acknowledged and accepted:

mCig, Inc.

/s/ Paul Rosenberg  
Paul Rosenberg  
Chief Executive Officer