

# MCIG, INC.

## **FORM 8-K/A** (Amended Current report filing)

Filed 04/29/14 for the Period Ending 09/23/13

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/A

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15 (D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported) September 23, 2013

**mCig, Inc.**

(Exact name of registrant as specified in its charter)

27-4439285

Nevada

(State or other jurisdiction of incorporation or organization)

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

800 Bellevue Way NE, Suite 400, Bellevue, Washington

(Address of principal executive offices)

98004

(Zip Code)

Registrant's telephone number, including area code:

425-462-4219

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))

**Item 1.01 Entry into a Material Definitive Agreement.**

As previously reported on the Form 8-K filed by mCig, Inc. on September 23, 2013 (the "Prior Form 8-K"), the Company entered into a Share Cancellation / Exchange / Return to Treasury Agreement with Paul Rosenberg, the chief executive officer of mCig, Inc., for the cancellation of 230,000,000 shares of our common stock held by Mr. Rosenberg in exchange for 23,000,000 shares of our company's Series A Preferred Stock. Under the terms of the Agreement the Preferred Shares are convertible and can be exchanged for a stated number of shares of the company's common stock, but not earlier than one year after the date of signature of the agreement.

The purpose of this amendment is to disclose that the Share Cancellation / Exchange / Return to Treasury Agreement was amended on April 10, 2014. Under terms of which all or any part of the Preferred Shares held by Shareholder can be converted at any time or from time to time, and can be exchanged for a stated number of the company's Common Stock Shares.

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

On April 11, 2014, we filed a Certificate of Correction with the Secretary of State of the State of Nevada, solely to correct an error found in the Certificate of Designation, originally filed on September 11, 2013 (the "Prior Filing").

The Prior Filing incorrectly stated that shareholders have no preemptive rights to subscribe for, purchase or receive any part of any new or additional shares of any class, whether now or hereinafter authorized, or of bonds or debentures, or other evidences of indebtedness convertible into or exchangeable for shares of any class, but all such new or additional shares of any class, or any bond, debentures or other evidences of indebtedness convertible into or exchangeable for shares, may be issued and disposed of by the Board of Directors on such terms and for such consideration (to the extent permitted by law), and to such person or persons as the Board of Directors in their absolute discretion may deem advisable.

The correct section 5 discloses that each holder of shares of Series A Preferred Stock shall have the right to convert, at any time and from time to time, all or any part of the Preferred Shares held by such Holder into a stated number of the company's Common Stock Shares.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit Description**  
**No.**

**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 thereunto duly authorized.

**mCig, Inc.**

Date: April 28, 2014

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

## **AMENDED SHARE CANCELLATION/EXCHANGE/RETURN TO TREASURY AGREEMENT**

THIS AMENDED SHARE CANCELLATION / EXCHANGE/ RETURN TO TREASURY AGREEMENT (the "Agreement"), is entered into this 10th day of April, 2014, by and between mCig, Inc., a Nevada corporation with an office located at 800 Bellevue Way NE, Suite 400, Bellevue, WA 98004 (the "Company") and Paul Rosenberg (the "Shareholder" and together with the Company the "Parties") with an effective date of April 10, 2014 ("Effective Date").

### **RECITALS**

- A. mCig, Inc. and Paul Rosenberg entered into a Share Cancellation/ Exchange/ Return to Treasure Agreement on September 14, 2013;
- B. mCig, Inc. and Paul Rosenberg desire to amend certain terms of the Agreement, effective April 10, 2014.

NOW, THEREFORE, in consideration of the mutual covenants contained herein, the Parties hereby entered into this Amended Share Cancellation/ Exchange/ Return to Treasure Agreement, effective April 10, 2014. Under the amended terms of the Agreement the Preferred Shares are conveyable and can be exchanged at anytime or time from time for a stated number of shares of the company's Common Stock.

### **AMENDED AGREEMENT**

A. The Shareholder is the holder of 250,000,000 shares of the Company's common stock and wishes to cancel 230,000,000 of such shares (the " **Shareholder Shares** ") in exchange for 23,000,000 preferred shares of the Company's Series A Preferred Stock (the " **Series A Preferred Stock** ");

B. The Shareholder agrees to the cancellation of the Shareholder Shares to seek the benefits of the designation and ranking of the Series A Preferred Stock; and

C. Each of the Company and the Shareholder deem it to be in their respective best interests to immediately cancel the Shareholder Shares and issue the Series A Preferred Stock.

NOW THEREFORE THIS AGREEMENT WITNESSETH that in consideration of the mutual covenants contained herein (the sufficiency whereof is hereby acknowledged by the parties hereto), the parties hereby agree to and with each other as follows:

#### **1.CANCELLATION OF THE SHAREHOLDER SHARES**

- 1.1.The Shareholder Shares shall be cancelled effective on the date of this Agreement.

#### **2.ISSUANCE OF THE SERIES A PREFERRED STOCK**

- 2.1.The Series A Preferred Stock shall be issued and effective on the date of this Agreement, upon consent resolution from the Board of Directors of the Company.

#### **3.RELEASE**

- 3.1 .The Shareholder, together with his affiliates, shareholders, heirs, executors, administrators, and assigns, does hereby remise, release and forever discharge the Company, its respective directors, officers, shareholders, employees and agents, and their respective successors and assigns, of and from all claims, causes of action, suits and demands whatsoever which the Shareholder ever had, now or may have howsoever arising out of the original grant and this cancellation of the Shareholder Shares.

#### **4.COUNTERPARTS**

- 4.1 .This Agreement may be executed in several counterparts, each of which will be deemed to be an original and all of which will together constitute one and the same instrument.

#### **5.ELECTRONIC MEANS**

- 5. 1.Delivery of an executed copy of this Agreement by electronic facsimile transmission or other means of electronic communication capable of producing a printed copy will be deemed to be execution and delivery of this Agreement as of the date set forth on page one of this Agreement.

#### **6.FURTHER ASSURANCES**

- 6.1.As and so often as may be required, the parties will execute and deliver all such further documents, do or cause to be done all such further acts and things, and give all such further assurances as in the opinion of the Company or its counsel are necessary or advisable to give full effect to the provisions and intent of this Agreement.

#### **7. CONVERTIBLE**

- 7.1. The Series A Preferred Stock are convertible, at any time and from time to time, all or any part of the Preferred Shares held by the Shareholder, and can be exchanged for a stated number of the company's Common Stock Shares.

#### **8.PROPER LAW**

- 8.1.This Agreement will be governed by and construed in accordance with the law of the State of Nevada.

**IN WITNESS WHEREOF** the parties have executed and delivered this Agreement.

**mCig, Inc .**

*/s/ Paul Rosenberg*  
Authorized Signatory

*/s/ Paul Rosenberg*  
Paul Rosenberg

STATE OF NEVADA

**ROSS MILLER**  
Secretary of State



**Commercial Recordings Division**  
202 N. Carson Street  
Carson City, NV 89701-4069  
Telephone (775) 684-5708  
Fax (775) 684-7138

**SCOTT W. ANDERSON**  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

PAUL ROSENBERG  
MCIG, INC.

**Job: C20140418-2353**  
April 25, 2014

NV

**Special Handling Instructions:**  
04-25-14 FSC/DESIGNATION/EMAIL/ALF

**Charges**

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Correction	20140285659-82	4/18/2014 8:46:50 AM	1	\$175.00	\$175.00
Total					\$175.00

**Payments**

Type	Description	Amount
Credit	160693 14042521000964	\$175.00
Total		\$175.00

**Credit Balance: \$0.00**

**Job Contents:**  
File Stamped Copy(s): 1


PAUL ROSENBERG  
MCIG, INC.



ROSS MILLER  
 Secretary of State  
 204 North Carson Street, Suite 1  
 Carson City, Nevada 89701-4520  
 (775) 684-5708  
 Website: www.nvsos.gov



\*090401\*

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20140285659-82</b> Filing Date and Time <b>04/18/2014 8:46 AM</b> Entity Number <b>E0631372010-2</b>
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**Certificate of Correction**  
 (PURSUANT TO NRS CHAPTERS 78,  
 78A, 80, 81, 82, 84, 86, 87, 87A, 88,  
 88A, 89 AND 92A)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

**Certificate of Correction**

ABOVE SPACE IS FOR OFFICE USE ONLY

(Pursuant to NRS Chapters 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 and 92A)

1. The name of the **entity** for which correction is being made:

mCig, Inc.

2. Description of the original document for which correction is being made:

Certificate of Designation

3. Filing date of the original document for which correction is being made:

09/11/2013

4. Description of the inaccuracy or defect:

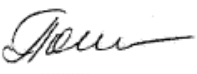
Section 5 states that shareholders have no preemptive rights to subscribe for, purchase or receive any part of any new or additional shares of any class, whether now or hereinafter authorized, or of bonds or debentures, or other evidences of indebtedness convertible into or exchangeable for shares of any class, but all such new or additional shares of any class, or any bond, debentures or other evidences of indebtedness convertible into or exchangeable for shares, may be issued and disposed of by the Board of Directors on such terms and for such consideration (to the extent permitted by law), and to such person or persons as the Board of Directors in their absolute discretion may deem advisable.

5. Correction of the inaccuracy or defect:

The correct section 5 should disclose that each holder of shares of Series A Preferred Stock shall have the right to convert, at any time and from time to time, all or any part of the Preferred Shares held by such Holder into a stated number of the company's Common Stock Shares.

See Exhibit A attached hereto for the correction of the inaccuracy or defect.

6. Signature:

**X**   
 \_\_\_\_\_  
**Authorized Signature**

President  
 \_\_\_\_\_  
**Title \***

04/18/2014  
 \_\_\_\_\_  
**Date**

\* If entity is a corporation, it must be signed by an officer if stock has been issued, OR an incorporator or director if stock has not been issued; a limited-liability company, by a manager or managing members; a limited partnership or limited-liability limited partnership, by a general partner; a limited-liability partnership, by a managing partner; a business trust, by a trustee.

**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 Correction  
 Revised: 3-26-09

**Reset**

**Exhibit A to  
Certificate of Correction of  
mCig, Inc.  
Certificate of Designation  
Filed by the Nevada Secretary of State  
on September 11, 2013**

5. Correction of the inaccuracy or defect.

Section 5 is amended in its entirety to read as follows:

5. Right to Convert. Each holder of shares of Series A Preferred Stock shall have the right to convert, at any time and from time to time, all or any part of the Preferred Shares held by such Holder into a stated number of the company's Common Stock Shares (the "Conversion Shares") as is determined in accordance with the terms hereof.

/s/ Paul Rosenberg

Paul Rosenberg, CEO

mCig, Inc.