

TEL INSTRUMENT ELECTRONICS CORP
Form 8-K
March 02, 2018

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): February 27, 2018

TEL-INSTRUMENT ELECTRONICS CORP.
(Exact name of registrant as specified in its charter)

<u>New Jersey</u>	<u>001-31990</u>	<u>22-1441806</u>
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

One Branca Road
East Rutherford, New Jersey 07073
(Address of principal executive offices)

(201) 933-1600
(Telephone number, including area code)

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:

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 Rule 405 of the Securities 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.

On February 27, 2018, Tel-Instrument Electronics Corp. (the “Company”) filed with the Secretary of State of the State of New Jersey a Certificate of Amendment to the Company’s Certificate of Incorporation (the “Amendment to Certificate”), which increased the number of authorized shares of common stock, par value \$0.10 per share, from four million (4,000,000) shares to seven million (7,000,000) shares. This increase in authorized shares was approved by all members of the Company’s board of directors and was approved by shareholders of a majority of our outstanding shares of stock with voting rights at the Company’s Annual Meeting, which occurred on January 17, 2018.

The foregoing descriptions of the Amendment to Certificate are subject to, and qualified in its entirety by the Amendment to Certificate, a copy of which is attached as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. Description

3.1 Certificate of Amendment to Certificate of Incorporation*

* filed herewith

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.

TEL-INSTRUMENT ELECTRONICS
CORP.

Date: March 2, 2018 By: /s/ Joseph P. Macaluso
Name: Joseph P. Macaluso
Title: Principal Accounting Officer