

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

GLOBAL DIGITAL SOLUTIONS INC

Form: 8-K

Date Filed: 2015-05-20

Corporate Issuer CIK: 1011662

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): **May 18, 2015**

Global Digital Solutions, Inc.

(Exact name of registrant as specified in its charter)

New Jersey

(State or other jurisdiction
of incorporation)

000-26361

(Commission
File Number)

22-3392051

(IRS Employer
Identification No.)

**777 South Flagler Drive, Suite 800 West
West Palm Beach, Florida 33401**

(Address of principal executive offices, including zip code)

Registrant's telephone number, including area code: **(561) 515-6163**

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))

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

On May 18, 2015, Global Digital Solutions, Inc., a New Jersey corporation, filed a Certificate of Amendment to Certificate of Incorporation (the "Amendment") to change (i) the number of its authorized shares of common stock, par value \$0.001 per share, from 450,000,000 to 650,000,000. No change was made to the number of its authorized shares of preferred stock, par value \$0.001 per share, which remain at 35,000,000. A copy of the Amendment is attached hereto as Exhibit 3.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to Certificate of Incorporation.

SIGNATURE

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.

Global Digital Solutions, Inc.

Date: May 20, 2015

By: /s/ Jerome J. Gomolski
Jerome J. Gomolski
Chief Financial Officer and Vice President

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to Certificate of Incorporation (Third Amendment).

**Certificate of Amendment to the Certificate of Incorporation
(Third Amendment)**

Pursuant to the provisions of Section 14A:9-2 (4) and Section 14A:9-4 (3), Corporations, General, of the New Jersey Statutes, the undersigned corporation executes the following Certificate of Amendment to its Certificate of Incorporation:

1. The name of the corporation is: Global Digital Solutions, Inc.
2. The following amendment to the Certificate of Incorporation was approved by the directors and thereafter duly adopted by a majority of the shareholders of the corporation acting by written consent dated as of the 19th day of March, 2015:

Resolved, that Article IV(a) of the Certificate of Incorporation be amended to read as follows:

(a) *Authorized Shares.* The aggregate number of shares which the corporation shall have the authority to issue is Six Hundred Eighty Five Million (685,000,000) shares. Six Hundred Fifty Million (650,000,000) shares shall be designated "Common Stock", and shall have a par value of \$.001. Thirty Five Million (35,000,000) shares shall be designated "Preferred Stock", and shall have a par value of \$.001 per share.

3. The number of shares outstanding at the time of the adoption of the amendment was: 107,604,352. The total number of shares entitled to vote thereon was: 107,604,352.
4. The number of shares voting for and against such amendment is as follows: (If the shares of any class or series are entitled to vote as a class, set forth the number of shares of each such class and series voting for and against the amendment, respectively).

Number of Shares Voting for Amendment	Number of Shares Voting Against Amendment
60,549,984	0

BY: /s/ Jerome J. Gomolski
Name: Jerome J. Gomolski
Title: Chief Financial Officer And Vice President

Dated this 18 day of May, 2015.