

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Command Center, Inc.

Form: 8-A12B

Date Filed: 2018-05-31

Corporate Issuer CIK: 1140102

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR 12(g) OF THE
SECURITIES EXCHANGE ACT OF 1934

COMMAND CENTER, INC.

(Exact name of registrant as specified in its charter)

Washington
(State of incorporation or organization)

91-2079472
(I.R.S. Employer Identification No.)

3609 S. Wadsworth Blvd., Suite 250, Lakewood, Colorado 80235
(Address of principal executive offices) (Zip Code)

Common stock, par value \$0.001 per share
Title of each class to be so registered

The Nasdaq Stock Market LLC
Name of each exchange on which each class is to be registered

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

If this form relates to the registration of a class of securities concurrently with a Regulation A offering, check the following box.

Securities Act registration statement file number to which this form relates: Not applicable.

Securities to be registered pursuant to Section 12(g) of the Act: None

EXPLANATORY NOTE

Command Center, Inc., a Washington corporation (the "Registrant"), is filing this Form 8-A in connection with the listing of its common stock, par value \$0.001 per share, pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended, on the Nasdaq Capital Market. The Common Stock has been approved for listing on the Nasdaq Capital Market under the symbol "CCNI."

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Our Articles of Incorporation, as amended, authorize us to issue 8,333,333 shares of common stock, par value \$0.001 per share. All of our shares of common stock have equal voting rights and powers without restrictions in preference.

VOTING RIGHTS. Each share of our common stock entitles the holder thereof to one vote, either in person or by proxy, at meetings of stockholders. Stockholders are not permitted to vote their shares cumulatively. Accordingly, the holders of more than 50% of the voting power can elect all of our directors.

DIVIDEND POLICY. All shares of common stock are entitled to participate ratably in dividends when, as and if declared by our Board of Directors out of the funds legally available therefore. Any such dividends may be paid in cash, property or additional shares of common stock. We presently anticipate that all earnings, if any, will be retained for development of our business. We expect that no dividends on the shares of common stock will be declared in the foreseeable future. Any future dividends will be subject to the discretion of our Board of Directors and will depend upon, among other things, our future earnings, operating and financial condition, capital requirements, general business conditions and other pertinent facts. We may never pay dividends on our common stock.

MISCELLANEOUS RIGHTS AND PROVISIONS. Holders of our common stock have no preemptive or other subscriptions rights, conversions rights, redemption or sinking fund provisions. In the event of the liquidation or dissolution, whether voluntary or involuntary, of the company, each share of our common stock is entitled to share ratably in any assets available for distribution to holders of the equity of the company after satisfaction of all liabilities.

ITEM 2. EXHIBITS.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Incorporation filed on October 11, 2000 (included as exhibit 3.1 to the Form SB-2 filed on May 7, 2001, and incorporated herein by reference).
3.2	Articles of Amendment to the Articles of Incorporation filed on November 14, 2005 (included as exhibit 3.1 to the Form 8-K filed on November 16, 2005, and incorporated herein by reference).
3.3	Articles of Amendment to the Articles of Incorporation filed on March 30, 2006 (filed herewith).
3.4	Articles of Amendment to the Articles of Incorporation filed on April 25, 2006 (included as exhibit 3.3 to the Form 10-KSB filed on April 2, 2007, and incorporated herein by reference).
3.5	Articles of Amendment to the Articles of Incorporation filed on November 28, 2017 (included as exhibit 3.1 to the Form 8-K filed on December 7, 2017, and incorporated herein by reference).
3.6	Amended and Restated By-laws (included as exhibit 3.2 to the Form 8-K filed September 8, 2017, and incorporated herein by reference).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

COMMAND CENTER, INC.

Date: May 31, 2018

By: /s/ Richard K. Coleman, Jr.
Richard K. Coleman, Jr.
Chief Executive Officer, President and Director
(Principal Executive Officer)

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ARTICLES OF AMENDMENT
OF
COMMAND CENTER, INC.

FILED
SECRETARY OF STATE
MAR 30 2006
STATE OF WASHINGTON

HR

Pursuant to the provisions of the Washington Business Corporation Act, Chapter 23B.10 RCW, the following Articles of Amendment to Articles of Incorporation are submitted for filing.

ARTICLE I

The name of this corporation is Command Center, Inc. (the "Corporation").

ARTICLE II

The amendments to the Articles of Incorporation as adopted are as follows: Article IV of the Articles of Incorporation is amended to create a series of Preferred Stock to be designated as Series A Preferred Stock. The text of Article IV as amended is set forth below:

ARTICLE IV
Authorized Capital Stock

The authorized capital stock of the corporation shall consist of two classes of stock, designated as Common Stock and Preferred Stock.

The total number of shares of Common Stock that the corporation will have authority to issue is One Hundred Million (100,000,000). The shares shall have a par value of \$0.001 per share. All of the Common Stock authorized herein shall have equal voting rights and powers without restrictions in the preference.

The total number of shares of Preferred Stock that the corporation will have authority to issue is Five Million (5,000,000). The Preferred Stock shall have a stated value of \$0.001 per share. The authorized but unissued shares of Preferred Stock may be divided into and issued in designated series from time to time by one or more resolutions adopted by the Board of Directors. The Directors in their sole discretion shall have the power to determine the relative powers, preferences, and rights of each series of Preferred Stock.

First Series of Preferred Stock

The designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, with respect to the first series of Preferred Stock are as follows:

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Doc No: 814959-001

1. **Designation.** The first series of the Preferred Stock of the Corporation authorized by the Articles of Incorporation, as amended, will be designated as Series A Preferred Stock (the "Series A Preferred Stock).
2. **Number of Shares.** 40,000 shares of the authorized but previously unissued shares of Preferred Stock will be designated as Series A Preferred Stock.
3. **Par Value.** The Series A Preferred Stock will have a par value of \$100 per share.
4. **Cumulative Dividend Rate.** The annual dividend rate for the Series A Preferred Stock will be Five Percent (5%) per annum, and the date from which such dividends shall be cumulative will be the date of issuance of such shares. The dividend shall be computed on the basis of the par value of such shares. Dividends shall be paid at such times as Command Center, Inc. may legally pay dividends and in such amounts as may be declared by the Board of Directors of Command Center, Inc.
5. **Voting Rights.** This series of preferred stock shall have one vote per share of Series A Preferred Stock held, and shall be entitled to vote at elections of directors and on other matters submitted to the shareholders of the Company. In matters requiring class voting, the holders of the outstanding Series A Preferred Stock shall vote as a class.
6. **Redemption.** The Series A Preferred Stock may be redeemed by the Company at any time after April 1, 2007, at \$100.00 per share plus any accumulated but unpaid dividends. Upon a call for redemption, the holders of the Series A Preferred Stock will have a period of thirty days in which to elect to convert the shares to common stock as provided in the conversion privilege granted herein.
7. **Conversion.** The Preferred Stock, Series A may be converted into common stock at any time after purchase at a conversion ratio of 20 shares of common stock for each share of preferred stock converted, provided conversion occurs within twelve months of the purchase date. If Conversion occurs after the end of the twelfth month following the purchase date, the conversion ratio shall be reduced by 3% each year thereafter. For instance, the conversion ratio in year two will be 19.417 ($20 \div 1.03$). This conversion calculation results in a common stock equivalent price of \$5.00 per share in year one increasing by 3% per year thereafter until converted. The Board of

Directors may designate the procedures for conversion by resolution after the creation of the Series A Preferred Stock. In order to convert the Series A Preferred Stock into common stock, the Shareholder shall surrender, at the principal office of the Company, the Certificate(s) representing the Series A Preferred Stock duly endorsed to the Company and give written notice to the Company that the Shareholder elects to convert the Series A Preferred Stock. The conversion right in respect to the Series A Preferred Stock shall be deemed to have been exercised upon receipt by the Company of the Series A Preferred Stock Certificate(s) so endorsed and accompanied by such written notice. As of such receipt, the Shareholder shall be treated for all purposes as the record holder of the common stock into which the Series A Preferred Stock is convertible. Within a reasonable time thereafter, the Company shall issue and deliver to the Shareholder certificates representing the number of shares of common stock into which the Series A Preferred Stock has been converted. Thereupon, the Series A Preferred Stock shall be deemed to be satisfied and discharged, and the shares of common stock into which the Series A Preferred Stock shall be so converted shall be fully paid and non-assessable. Each certificate representing the shares of common stock into which the Series A Preferred Stock has been converted shall bear the restrictive legend.

8. **Anti-Dilution.** The Series A Preferred Stock is convertible at the rate set forth in Paragraph 6 above. This equates to an initial common stock equivalent price of \$5.00 per share in the first year after purchase. In the event Command Center changes its capitalization through a forward stock split or other issuance of Common Stock that would have the effect of increasing the number of common shares outstanding without a corresponding payment in an amount at least equal to \$5.00 per share in the first year after purchase, then the Shareholder holding the Series A Preferred Stock shall be entitled to an equitable adjustment in the conversion price so that the Shareholder receives the benefit of the negotiated conversion price in year one. In the succeeding years, the common stock equivalent price of \$5.00 per share shall be increased 3% per year and these anti-dilution provisions shall apply in any given year to the increased common stock equivalent price then applicable as provided in Paragraph 6.
9. **Liquidation Preference.** If the corporation is liquidated, dissolved, or wound up, whether voluntarily or involuntarily, the holders of shares of Preferred Stock will be entitled to receive, as a preferential liquidation distribution, \$100.00 per share for each share of Series A Preferred Stock held, plus any accumulated but unpaid dividends.

- 10. **Sinking Fund.** No sinking fund will be established for the redemption of the Series A Preferred Stock.
- 11. **Registration Rights.** The Series A Preferred Stock has not been registered and constitutes "restricted securities" as that term is defined in Rule 144 adopted under the United States Securities Act of 1933, as amended. No registration rights are granted in connection with the issuance of the Series A Preferred Stock or the Common Stock issuable on conversion of the Preferred Stock.

ARTICLE III

The amendment provides for no exchange, classification, or cancellation of issued shares.

ARTICLE IV

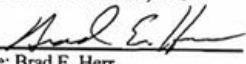
The amendments were adopted on March 27, 2006.

ARTICLE V

Shareholder action on the amendments was not required. The amendments were duly adopted by the Board of Directors by unanimous resolution without shareholder action.

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be executed on this 27th day of March, 2006.

COMMAND CENTER, INC.

By: 
Name: Brad E. Herr
Title: Secretary

