

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

## DOLPHIN DIGITAL MEDIA INC

**Form: 8-K**

**Date Filed: 2012-11-19**

Corporate Issuer CIK: 1282224

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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): November 13, 2012

**DOLPHIN DIGITAL MEDIA, INC.**

(Exact Name of Registrant as Specified in Charter)

<u>Nevada</u>	<u>000-50621</u>	<u>86-0787790</u>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)

804 Douglas Road, Executive Tower Bldg., Suite 365, Miami, Florida  
(Address of Principal Executive Offices)

33134  
(Zip Code)

(305) 774-0407  
(Registrant's Telephone Number, Including Area Code)

(305) 774-0405  
(Registrant's Facsimile Number, Including Area Code)

Not Applicable  
(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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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

Pursuant to stockholder action by written consent the shareholders of Dolphin Digital Media, Inc. (the Company) approved an amendment to the Company's articles of incorporation to increase the number of authorized shares of common stock from 100,000,000 shares to 200,000,000 shares. The board of directors of the Company and a majority of the Company's stockholders consented to the amendment. The amendment was filed with the State of Nevada on November 13, 2012 and became effective on such date.

A copy of the Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated by reference in this Item 3.03.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits:

Exhibit No.	Description
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<a href="#"><u>3.1</u></a>	Articles of Amendment to Articles of Incorporation, effective November 13, 2012.
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## **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.

Dated: November 15, 2012

### **DOLPHIN DIGITAL MEDIA, INC.**

By: /s/ William O'Dowd, IV

Name: William O'Dowd, IV

Title: Chief Executive Officer

## STATE OF NEVADA

ROSS MILLER  
Secretary of State



SCOTT W. ANDERSON  
Deputy Secretary  
for Commercial Recordings

OFFICE OF THE  
SECRETARY OF STATE

## Certified Copy

November 13, 2012

Job Number: C20121113-1376

Reference Number:

Expedite:

Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20120767422-13	Amendment	1 Pages/1 Copies



Respectfully,

A handwritten signature in black ink, appearing to read "Ross Miller".

ROSS MILLER  
Secretary of State

Certified By: Jason Hataway  
Certificate Number: C20121113-1376  
You may verify this certificate  
online at <http://www.nvsos.gov/>


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



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



\*990201\*

Filed in the office of  Ross Miller Secretary of State State of Nevada	Document Number <b>20120767422-13</b> Filing Date and Time <b>11/13/2012 10:35 AM</b> Entity Number <b>C3860-1995</b>
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**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Dolphin Digital Media Inc.  
Entity No. C3860-1995

2. The articles have been amended as follows: (provide article numbers, if available)

The number of shares the Corporation shall be authorized to issue are hereby increased to:

200,000,000 at a par value of \$0.015  
10,000,000 at a par value of \$0.001

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise a least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 51%

4. Effective date and time of filing: (optional) Date: \_\_\_\_\_ Time: \_\_\_\_\_  
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X 

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**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 Amend Profit After  
Revised: 8-31-11