

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Ecoark Holdings, Inc.

Form: 8-K

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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): **April 13, 2016**

Ecoark Holdings, Inc.

(Exact Name of Registrant as Specified in Charter)

Nevada
(State or other jurisdiction
of incorporation)

000-53361
(Commission File Number)

39-2075693
(IRS Employer
Identification No.)

Rogers, AR
(Address of principal executive offices)

72758
(Zip Code)

Registrant's telephone number, including area code: (479) 259-2977

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))
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Item 5.01 Changes in Control of Registrant.

As a result of the transactions contemplated under the Merger Agreement, dated January 29, 2016 and filed with the Securities and Exchange Commission in a Current Report on Form 8-K filed on February 4, 2016, Ecoark Holdings, Inc. (the "Company") appointed three members to its Board of Directors which now constitute a majority of the Company's Board of Directors. The information provided in Item 5.02 of this Current Report on Form 8-K is incorporated by reference into this Item 5.01.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 13, 2016, our Board of Directors appointed Randy S. May, Greg Landis and Gary Metzger to serve as a members of the board of directors. Set forth below is biographical information regarding the appointees to the Board:

Randy S. May: Ecoark is a Delaware corporation incorporated by Randy May on November 28, 2011. Since then, Randy May has served as CEO and Chairman of the Board of Ecoark. As CEO, Randy leads a strong management team that is working to deliver Ecoark's mission of sustainable solutions through its subsidiaries and strategic partners. Under his leadership, Ecoark has completed three strategic acquisitions since 2012. Randy is a 25-year retail and supply-chain veteran with extensive experience in marketing, operational and executive roles. Prior to Ecoark, Randy held a number of roles with Wal-Mart, the world's largest retailer based in Bentonville, Arkansas. From 1998-2004 Randy served as Divisional Manager for half the United States for one of such company's specialty divisions. There, he was responsible for all aspects of strategic planning, finance, and operations for more than 1800 stores. He had complete P&L responsibility for more than \$4 billion dollars of sales at the time. Under Randy's leadership, the business grew sales and market share in a strong competitive market. As founder of Ecoark and Ecoark's primary innovator, it is essential to have Mr. May on the Board of Directors.

Greg Landis: Mr. Landis has served on the Board of Directors of Ecoark since 2011. Mr. Landis is a Certified Public Accountant and, since August 2009, has served as the principal of the accounting firm of Landis & Associates, PLLC in Bentonville, Arkansas. Mr. Landis is licensed as a CPA in Arkansas and is a member of the American Institute of Certified Public Accountants and the Arkansas Society of Certified Public Accountants. Previously, Mr. Landis has served as the Chief Financial Officer of banks in Kansas, Arkansas and Texas including organizations with over \$2 billion in assets. Prior to these positions, he was a manager in the largest CPA firm in Kansas. Mr. Landis graduated from Wichita State University in 1985 with a Bachelor's degree in Business Administration and a major in Accounting. With Mr. Landis's financial expertise and knowledge of Ecoark's operations, Mr. Landis's experience and qualifications are essential to the Board of Directors.

Gary Metzger: Mr. Metzger has served on the Board of Directors of Ecoark since 2013. Mr. Metzger offers 40 years of product development, strategic planning, management, business development, and operational expertise. He had served as an executive at Amco International, Inc. and Amco Plastics Materials, Inc., where in 1986 he was named President for 24 years until Amco was sold to resin distribution giant Ravago Americas in December of 2011. Mr. Metzger was co-owner of Amco Plastics Materials, Inc. Mr. Metzger's leadership and knowledge of manufacturing companies are an asset to the Board of Directors. In addition to his leadership functions, Mr. Metzger spearheaded research and development for recycled polymers, new alloy and bio-based polymer development, and introducing fragrance into polymer applications. He also developed encrypted item level bar code identification technology, anti-counterfeiting technologies, and antimicrobial technologies.

Further, after the appointment of Randy S. May, Greg Landis and Gary Metzger to the Company's Board of Directors, the Company's Board of Directors made the following appointments:

Randy S. May Chief Executive Officer and Chairman of the Board
Dr. Ashok K. Sood President
Dr. Yash R. Puri Executive Vice President and Chief Financial Officer
Roshan Weerasinghe Executive Vice President and Chief Operations Officer
Greg Landis Secretary

Item 5.03 Amendment to Articles of Incorporation

On April 13, 2016, the Company's Board of Directors amended its bylaws, as permitted by the Company's bylaws to provide that the number of directors of the Company shall be no fewer than two directors and not more than nine directors with the exact number to be fixed by the Company's Board of Directors. The text of the amendment is attached to this Current Report on Form 8-K as Exhibit 3.4.

Item 8.01 Other Events

On April 13, 2016, the Company issued a press release announcing the President of one of the Company's subsidiaries, Eco3D, will be giving a presentation at the Engineering News Record about the business effects of 3d scanning and modeling. The information contained in this Item 8.01, including Exhibit 99.1, is being furnished, not filed, with the Securities and Exchange Commission and is not incorporated by reference in any filings unless specifically identified therein as being incorporated therein by reference.

Item 9.01 Financial Statement and Exhibits.

(d) Exhibits

Exhibit

No.	Description
3.4	Amendment of the Company's Bylaws
2.1	Merger Agreement between Magnolia Solar Corporation, Magnolia Solar Acquisition Corporation, and Ecoark, Inc. dated January 29, 2016 (incorporated by reference to the Company's Current Report on Form 8-K dated February 4, 2016)
99.1	Press Release, dated April 13, 2016

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.

ECOARK HOLDINGS, INC.

Date: April 14, 2016

By: /s/ Randy May
Name: Randy May
Title: Chief Executive Officer

CERTIFICATE OF AMENDMENT
TO THE BYLAWS
OF
ECOARK HOLDINGS, INC.

The undersigned, as an officer of Ecoark Holdings, Inc. (the "Corporation"), hereby certifies that by action of the board of directors of the Corporation, pursuant to Article VII of the Corporation's Bylaws, Article II, Section 4 of the Bylaws shall be amended and restated with the following

"Election and Term. The number of Directors of the Corporation shall be no fewer than two (2) nor more than nine (9), the exact number of which shall be fixed from time to time within this range by the Board of Directors. The number of Directors may at any time be increased or decreased by the Board of Directors at any regular or special meeting of the Board of Directors provided that no decrease shall have the effect of shortening the term of any incumbent Director. After election or appointment, Directors shall be elected at the annual meeting of shareholders and the term of office of each Director shall be until the next annual meeting of shareholders and the election and qualification of his successor. Any directorship to be filled by reason of an increase in the number of Directors may be filled by the Board of Directors for a term of office continuing only until the next election of Directors. Directors need not be shareholders of the Corporation or residents of any particular state."

The matters set forth in this Certificate of Amendment are true and correct.

/s/ Ashok Sood
Ashok Sood
April 13, 2016

**Eco3d – an Ecoark Holdings, Inc. subsidiary,
to present to the Engineering News Record**

Rogers, AR (April 13, 2016) - Ecoark Holdings, Inc. (OTCQB: MGLTD) announced today that Eco3d President, Ken Smerz, will be giving a presentation at the Engineering News Record about the business effects of 3d scanning and modeling. Eco3d, an innovative technology company, captures existing building conditions and creates highly accurate 2d and 3d digital documentation.

Ecoark Holdings, Inc. Chief Executive Officer Randy May said "This is a great opportunity for Eco3d to showcase their business to the engineering community. Eco3d is the largest digital as-built service provider in North America, serving clients in markets spanning from retail to specialty forensics."

Mr. Ken Smerz added "we are delighted to show Eco3d capabilities to the engineering community which includes 2d as-builts, 3d modeling, topography reports, building information modeling and other training, consulting and modeling services."

The presentation will be held on April 14, 2016 at 2:00 PM EDT. To view this presentation please use the following link.

<https://vts.inxpo.com/scripts/Server.nxp?>

LASCmd=AI:4;F:QS110100&ShowKey=30972&AffiliateData=website&Referrer=http%3A%2F%2Fwww.enr.com%2Fevents%2F112-risk-mitigation-at-the-speed-of-light

About Ecoark Holdings, Inc.

Based in Rogers AR, founded in 2011 Ecoark, Inc. is a growth-oriented company based in the retail and logistics hub of Northwest Arkansas. Ecoark portfolio of technology solutions that increase operational visibility and improve organizational transparency for a wide range of corporate clients.

Ecoark's technologies fight waste in Operations, Logistics, and Supply Chains across the evolving global economy. Ecoark's portfolio of companies and technologies work to integrate people, processes, and data in order to overcome ingrained operational hurdles and create new revenue streams.

Ecoark's vision is to expose the cycles of waste that reduce efficiency and cost effectiveness across the business landscape. Ecoark's strategically acquired subsidiaries have anticipated and responded to key economic factors impacting every business today.

Ecoark addresses these vital economic factors through three active subsidiaries, Intellex, Eco3d, and Pioneer Products.

For more information, please visit www.ecoark.com

Forward Looking Statement:

This release contains forward-looking statements, including, without limitation, statements concerning our business and possible or assumed future results of operations. Our actual results could differ materially from those anticipated in the forward-looking statements for many reasons including: our ability to continue as a going concern; adverse economic changes affecting markets we serve; competition in our markets and industry segments; our timing and the profitability of entering new markets; greater than expected costs, customer acceptance of our products or difficulties related to our integration of the businesses we may acquire; and other risks and uncertainties as may be detailed from time to time in our public announcements and SEC filings. Although we believe the expectations reflected in the forward-looking statements are reasonable, they relate only to events as of the date on which the statements are made, and our future results, levels of activity, performance or achievements may not meet these expectations. We do not intend to update any of the forward-looking statements after the date of this document to conform these statements to actual results or to changes in our expectations, except as required by law.

For information contact:

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