

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Laredo Oil, Inc.

Form: 8-K

Date Filed: 2014-12-08

Corporate Issuer CIK: 1442492

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) December 3, 2014

Laredo Oil, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

333-153168

(Commission File Number)

26-2435874

(IRS Employer Identification No.)

**111 Congress Avenue, Suite 400
Austin, Texas**

(Address of Principal Executive Offices)

78701

(Zip Code)

Registrant's telephone number, including area code

(512) 279-7870

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))

Item 5.07. Submission of Matters to a Vote of Security Holders.

Effective December 3, 2014, the holders of a majority of the shares of Common Stock of Laredo Oil, Inc. (the "Company") took action by written consent to approve an amendment to the Company's 2011 Equity Incentive Plan (the "Plan") that increased the number of shares of Common Stock of the Company subject to the Plan from 10,000,000 to 15,000,000 shares. Stockholders owning an aggregate of 31,096,676 shares, or 58.0% of the issued and outstanding Common Stock of the Company, approved the matter.

Item 9.01 Financial Statements and Exhibits.

Exhibits

[Exhibit 4.4 Amendment to Laredo Oil, Inc. 2011 Equity Incentive Plan approved December 3, 2014.](#)

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 hereunto duly authorized.

LAREDO OIL, INC.

Date: December 5, 2014

By: /s/ Bradley E. Sparks

Bradley E. Sparks
Chief Financial Officer and Treasurer

WRITTEN CONSENT
OF THE STOCKHOLDERS
OF
LAREDO OIL, INC.
a Delaware corporation

December 1, 2014

The undersigned, being the holders of at least a majority of the issued and outstanding common stock of Laredo Oil, Inc., a Delaware corporation (the "**Company**"), do hereby, pursuant to the provisions of Section 223 of the Delaware General Corporation Law, consent to and approve the following resolutions and each and every action effected thereby:

1. Amendment of Incentive Plan.

WHEREAS, it is proposed that the Company increase the number of shares issuable under the Laredo Oil, Inc. 2011 Equity Incentive Plan (the "**Plan**") by 5,000,000 shares, to an aggregate of 15,000,000 shares; and

WHEREAS, the Board of Directors authorized and approved the amendment of the Plan on December 1, 2014, and have recommended that the stockholders adopt and approve the amendment to the Plan.

NOW, THEREFORE, IT IS RESOLVED, that Section 4(a) of the Plan is amended and restated to read in its entirety as follows (the "**Amendment to the Plan**"):

"4. **Shares Subject to the Plan**

(a) **Share Reserve.** Subject to the provisions of Section 11(a) relating to adjustments upon changes in Common Stock, the shares that may be issued pursuant to Awards will consist of the Company's authorized but unissued Common Stock, and the maximum aggregate amount of such Common Stock that may be issued upon exercise of all Awards under the Plan will not exceed 15,000,000 shares of Common Stock, all of which may be used for Incentive Stock Options or any other Awards."

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to take such actions that may be necessary for the registration of the Amendment to the Plan under the applicable securities laws or as may be necessary to obtain exemptions from any such qualification requirements under any applicable state or federal securities law, including without limitation the preparation and filing of an amendment to its Form S-8.

RESOLVED FURTHER, that the officers of the Company are hereby authorized and directed to submit the Amendment to the Plan to the Company's stockholders for approval as soon as practicable within the next 12 months and to prepare, execute, and deliver appropriate materials in connection with the submission of the Amendment to the Plan for such stockholder approval.

RESOLVED FURTHER, that subject to such stockholder approval, the Board of Directors hereby sets aside and reserves an aggregate of 15,000,000 shares of Common Stock (subject to adjustment as provided in the Plan), plus such securities as may be issued pursuant to the antidilution provisions of the Plan (any such adjustments to the number or type of shares to be issued or transferred and delivered upon the exercise of the Options (as defined in the Plan) under the Plan, the Restricted Stock Agreements and/or Stock Option Agreements to be made in accordance with the terms thereof and at the time provided therein and any increase in the number or type of securities therein and any increase in the number or type of securities reserved for issuance or transfer and delivery upon the exercise of the Options to be made automatically and without action on the part of the Board of Directors at such time); that the shares issuable by the Company upon exercise of the Options shall be issued in accordance with the terms of the Plan and the Restricted Stock Agreements and/or Stock Option Agreements.

2. General Authorization.

RESOLVED, that the officers of the Company are hereby severally authorized to (a) sign, execute, certify to, verify, acknowledge, deliver, accept, file, and record any and all agreements, instruments and documents and (b) take, or cause to be taken, any and all such action, in the name and on behalf of the Company or otherwise, as (in such officer's judgment) shall be necessary, desirable, or appropriate in order to effect the purposes of the forgoing resolutions.

RESOLVED FURTHER, that any and all action taken by any proper officer of the Company prior to the date this written consent is actually executed in effecting the purposes of the foregoing resolutions is hereby ratified, approved, confirmed, and adopted in all respects.

3. Counterparts and Facsimile Signatures.

RESOLVED, that this written consent may be executed in multiple counterparts, each of which shall be deemed an original for all purposes, and all of which together shall constitute one and the same instrument.

RESOLVED FURTHER, that each such multiple counterpart of this written consent may be transmitted via facsimile, email or other similar electronic means and executed by one or more of the undersigned, and a facsimile, email or other electronic transmission of the signature of one or more of the undersigned shall be deemed an original signature for all purposes and have the same force and effect as a manually-signed original.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the dates shown below.

No. of Common Shares Owned:
12,844,269

/s/ Mark See
Mark See, Stockholder
Date 12/3/14
Signed: _____

BEDFORD HOLDINGS, LLC

No. of Common Shares Owned:
12,829,269

By: /s/ Mark See
Name: MARK SEE
Title: PRESIDENT
Date 12/3/14
Signed: _____

DARLINGTON, LLC

No. of Common Shares Owned:
5,423,138

By: /s/ Wendy See
Name: Wendy See
Title: President
Date 12/3/14
Signed: _____

Date: 12/3/14

**SIGNATURE PAGE TO
WRITTEN CONSENT OF THE STOCKHOLDERS OF
LAREDO OIL, INC.**
