

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

CODE GREEN APPAREL CORP

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

SCHEDULE 14C

**INFORMATION STATEMENT PURSUANT TO SECTION 14(c)
OF THE SECURITIES EXCHANGE ACT OF 1934**

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c- 5(d)(2))
- Definitive Information Statement
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CODE GREEN APPAREL CORP.

(Name of Registrant As Specified In Its Charter)

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 - (1) Title of each class of securities to which transaction applies:
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THE PURPOSES OF THE INFORMATION STATEMENT ARE TO NOTIFY YOU OF THE PRIOR APPROVAL OF THE FOLLOWING:

1. THE APPOINTMENT OF TWO MEMBERS TO OUR BOARD OF DIRECTORS (THE "BOARD");
2. THE ADOPTION OF THE CODE GREEN APPAREL CORP. 2017 EQUITY INCENTIVE PLAN;
3. APPROVAL FOR THE FILING OF A CERTIFICATE OF AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION (THE "AMENDMENT") TO INCREASE THE NUMBER OF AUTHORIZED SHARES OF THE COMPANY'S CAPITAL STOCK TO FIVE BILLION (5,000,000,000) SHARES, CONSISTING OF FOUR BILLION NINE HUNDRED NINETY MILLION (4,990,000,000) SHARES OF COMMON STOCK, \$0.001 PAR VALUE PER SHARE AND TEN MILLION (10,000,000) SHARES OF PREFERRED STOCK, \$0.001 PAR VALUE PER SHARE, WITHOUT AFFECTING OR MODIFYING THE COMPANY'S PREVIOUSLY DESIGNATED SHARES OF PREFERRED STOCK IN ANY WAY;
4. APPROVAL FOR OUR BOARD OF DIRECTORS, WITHOUT FURTHER STOCKHOLDER APPROVAL, TO EFFECT A REVERSE STOCK SPLIT OF ALL OF THE OUTSTANDING COMMON STOCK OF THE COMPANY, BY THE FILING OF A CERTIFICATE OF AMENDMENT TO THE COMPANY'S ARTICLES OF INCORPORATION WITH THE SECRETARY OF STATE OF NEVADA, IN A RATIO OF BETWEEN ONE-FOR-ONE HUNDRED AND ONE-FOR-ONE THOUSAND, WITH THE COMPANY'S BOARD OF DIRECTORS HAVING THE DISCRETION AS TO WHETHER OR NOT THE REVERSE SPLIT IS TO BE EFFECTED, AND WITH THE EXACT EXCHANGE RATIO OF ANY REVERSE SPLIT TO BE SET AT A WHOLE NUMBER WITHIN THE ABOVE RANGE AS DETERMINED BY THE BOARD OF DIRECTORS IN ITS SOLE DISCRETION, AT ANY TIME BEFORE THE EARLIER OF (A) AUGUST 3, 2018; AND (B) THE DATE OF THE COMPANY'S 2018 ANNUAL MEETING OF STOCKHOLDERS;
5. THE APPOINTMENT OF SOLES, HEYN & COMPANY LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM;
6. THE APPROVAL OF AN ADVISORY VOTE ON THE FREQUENCY OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION; AND
7. THE APPROVAL OF AN ADVISORY VOTE ON EXECUTIVE COMPENSATION.

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CODE GREEN APPAREL CORP.
SHAREHOLDER SERVICES
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Morrisville NC 27560

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TIME SENSITIVE SHAREHOLDER INFORMATION ENCLOSED

IMPORTANT SHAREHOLDER INFORMATION

YOUR VOTE IS IMPORTANT
