

# SECURITIES & EXCHANGE COMMISSION EDGAR FILING

**Surna Inc.**

**Form: 10-Q/A**

**Date Filed: 2020-06-30**

Corporate Issuer CIK: 1482541

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**AMENDMENT NO. 1  
TO  
FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2020

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 000-54286

**SURNA INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**1780 55<sup>th</sup> Street, Boulder, Colorado**

(Address of principal executive offices)

**27-3911608**

(I.R.S. Employer  
Identification No.)

**80301**

(Zip code)

**(303) 993-5271**

(Registrant's telephone number, including area code)

Indicate by check mark whether the issuer (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the last 90 days. **YES [X] NO [ ]**

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). **YES [X] NO [ ]**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "non-accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

<b>Large Accelerated Filer</b>	<input type="checkbox"/>	<b>Accelerated Filer</b>	<input type="checkbox"/>
<b>Non-accelerated Filer</b>	<input checked="" type="checkbox"/>	<b>Smaller Reporting Company</b>	<input checked="" type="checkbox"/>
		<b>Emerging Growth Company</b>	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **YES [ ] NO [X]**

Securities registered pursuant to Section 12(b) of the Exchange Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
N/A	N/A	N/A

As of June 25, 2020, the number of outstanding shares of common stock of the registrant was 236,526,638.

## **EXPLANATORY NOTE**

Surna Inc. (the "Company" or "Surna") is filing this Amendment No. 1 on Form 10-Q/A (this "Form 10-Q/A"), to amend and supplement our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2020, which was filed with the Securities and Exchange Commission (the "SEC") on June 25, 2020 (the "2020 Form 10-Q"). This Form 10-Q/A provides the information required to be disclosed pursuant to SEC Release No. 34-88465. The Company is filing as exhibits to this Form 10-Q/A the certifications required under Section 302 of the Sarbanes-Oxley Act of 2002, but because no financial statements are contained in this Form 10-Q/A, the Company is not including certifications pursuant to Section 302 regarding financial statements, regarding disclosure control procedures, or regarding internal controls over financial reporting. Additionally, because no financial statements are contained in this Form 10-Q/A, the Company is not including certifications pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. Except for the amendments described above, this Form 10-Q/A does not modify or update the disclosures in, or exhibits to, the 2020 Form 10-Q.

### **Release 34-88318 Statement**

On May 12, 2020, the Company filed a Current Report on Form 8-K, under Item 8, indicating that it would rely on the SEC's order under Section 36 of the Securities Exchange Act of 1934, as amended, Granting Exemptions from Specified Provisions of the Exchange Act and Certain Rules Thereunder, dated March 4, 2020 (Release No. 34-88318 (as modified on March 25, 2020, by Release No. 34-88465, collectively the "Order") to delay the filing of its Quarterly Report on Form 10-Q for the first fiscal quarter of fiscal year 2020, due to circumstances related to the coronavirus disease 2019 (Covid-19). The Company relied on the Order and filed the 2020 Form 10-Q on June 25, 2020.

The government response to the Covid-19 pandemic caused disruptions in the Company's day-to-day operations, including;

(i) City of Boulder, Colorado, orders restricting access of Company staff to the Company corporate facilities where records were maintained, which access restriction orders continue to the present,

(ii) the inability to enter the Company facilities, having to re-gather company records, and working remotely, all worked together to hamper and reduce the ability of Company staff to carry out on a timely basis accounting functions and then preparing the Company quarterly financial report,

(iii) the similar disruptions that the Company experienced were experienced by its service providers and vendors which delayed certain accounting procedures, and

(iv) the working remotely by Company staff impeded them from effectively working with certain of its external accounting and legal professionals to timely finalize the report.

Overall, because of the foregoing and the general disruption and transition to remote working caused by the Covid 19 pandemic response, the Company experienced significant delays and disruptions in the timely preparation of the 2020 Form 10-Q and its filing.

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this amendment No. 1 to the quarterly report to be signed on its behalf by the undersigned, thereunto duly authorized.

SURNA INC.  
(the "Registrant")

Dated: June 30, 2020

By: /s/ Anthony K. McDonald  
Anthony K. McDonald  
Chief Executive Officer and President  
(Principal Executive Officer)

Dated: June 30, 2020

By: /s/ Anthony K. McDonald  
Anthony K. McDonald  
Principal Financial and Accounting Officer

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**EXHIBIT INDEX**

Exhibit Number	Description of Exhibit
31.1 *	<a href="#">Certification of Principal Executive Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>
31.2 *	<a href="#">Certification of Principal Financial and Accounting Officer, pursuant to 18 U.S.C. Section 1350 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.</a>

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\*Filed herewith

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**CERTIFICATION PURSUANT TO RULE 13a-14(a) and 15d-14(a)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Anthony K. McDonald, the Chief Executive Officer of Surna Inc. certify that:

1. I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q of Surna Inc. for the fiscal quarter ended March 31, 2020; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated this 30th day of June 2020.

By: /s/ Anthony K. McDonald

Anthony K. McDonald  
Chief Executive Officer

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**CERTIFICATION PURSUANT TO RULE 13a-14(a) and 15d-14(a)  
UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED**

I, Anthony K. McDonald, the Principal Financial and Accounting Officer of Surna Inc. certify that:

1. I have reviewed this Amendment No. 1 to the quarterly report on Form 10-Q of Surna Inc. for the fiscal quarter ended March 31, 2020; and

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.

Dated this 30th day of June 2020.

By: /s/ Anthony K. McDonald

Anthony K. McDonald  
Principal Financial and Accounting Officer

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