

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

TOMI Environmental Solutions, 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): **September 10, 2020**

TOMI ENVIRONMENTAL SOLUTIONS, INC.
(Exact name of registrant as specified in its charter)

<u>Florida</u> (State or other jurisdiction of incorporation)	<u>000-09908</u> (Commission File Number)	<u>59-1947988</u> (I.R.S. Employer Identification No.)
<u>9454 Wilshire Blvd., Penthouse</u> <u>Beverly Hills, California 90212</u> (Address of principal executive offices) (Zip Code)		
<u>(800) 525-1698</u> (Registrant's telephone number, including area code)		
<u>Not Applicable</u> (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))

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

Title of each class	TradingSymbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	TOMZ	OTC Markets Group Inc.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As previously reported on a Current Report on Form 8-K filed with the Securities and Exchange Commission on November 1, 2019, on October 30, 2019, the shareholders of TOMI Environmental Solutions, Inc. (the "Company"), approved at the annual meeting of the shareholders of the Company a proposal to amend the Articles of Incorporation of the Company, as amended, in order to implement a reverse stock split of the outstanding shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), and the outstanding shares of the Company's outstanding cumulative, convertible preferred A stock, par value \$0.01 per share (the "Series A Preferred Stock"), in each case, at a ratio within the range from 1-for-2 to 1-for-20, with the exact ratio to be determined by the Company's board of directors (the "Board").

On September 9, 2020, the Board approved a reverse stock split of the Common Stock and the Series A Preferred Stock, in each case, at a ratio of 1-for-8 and without any change to the respective par value thereof (the "Reverse Stock Split"), and, on September 10, 2020, the Company filed an Articles of Amendment to its Articles of Incorporation (the "Amendment") with the Department of State of the State of Florida to effect the Reverse Stock Split. The Reverse Stock Split became effective as of 5:00 p.m., Eastern time, on September 10, 2020 (the "Effective Time"). Following the Effective Time, the Common Stock has the new CUSIP number 890023203. The Common Stock will begin trading on a split-adjusted basis when the market opens on September 15, 2020 and will be listed on the OTCQB® Venture Market under the trading symbol "TOMZD," for 20 business days, and subsequently under the trading symbol "TOMZ."

As a result of the Reverse Stock Split, each holder of the Common Stock will receive one (1) new share of Common Stock for every eight (8) shares of Common Stock that such shareholder held immediately prior to the Effective Time and each holder of the Series A Preferred Stock will receive one (1) new share of Series A Preferred Stock for every eight (8) shares of Series A Preferred Stock that such shareholder held immediately prior to the Effective Time. No fractional shares will be issued as a result of the Reverse Stock Split. Any fractional shares that would have otherwise resulted from the Reverse Stock Split will be rounded up to the next whole number of shares.

Immediately following the Effective Time, the number of issued and outstanding shares of the Common Stock decreased from 133,968,117 shares to approximately 16,746,015 shares, and the number of issued and outstanding shares of the Series A Preferred Stock decreased from 510,000 shares to approximately 63,750 shares. The number of authorized shares of the Common Stock and the Series A Preferred Stock under the Articles of Incorporation of the Company, as amended, were not affected by the Reverse Stock Split and continue to be 250,000,000 shares and 1,000,000 shares, respectively.

The Reverse Stock Split also resulted in proportional increases in the per share exercise prices of, and proportional decreases in the number of shares issuable upon the exercise or conversion of, all outstanding options, warrants, convertible or exchangeable securities entitling the holders thereof to purchase, exchange for, or convert into, shares of the Common Stock, in each case, in accordance with the terms thereof and based on the Reverse Stock Split ratio.

Continental Stock Transfer & Trust Company, the Company's transfer agent, will act as exchange agent in connection with the Reverse Stock Split.

Additional information about the reverse stock split can be found in the Company's definitive proxy statement filed with the Securities and Exchange Commission on September 19, 2019, the relevant portions of which are incorporated herein by reference .

The foregoing information does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

Item 8.01 Other Events.

On September 14, 2020, the Company issued a press release announcing the effectiveness of the Reverse Stock Split. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
3.1	Articles of Amendment of Articles of Incorporation of TOMI Environmental Solutions, Inc.
99.1	Press Release dated September 14, 2020.

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.

TOMI ENVIRONMENTAL SOLUTIONS, INC.

Date: September 14, 2020

By: /s/ Halden S. Shane
Name: Halden S. Shane
Title: Chief Executive Officer

**ARTICLES OF AMENDMENT
TO THE ARTICLES OF INCORPORATION OF
TOMI ENVIRONMENTAL SOLUTIONS, INC.**

TOMI ENVIRONMENTAL SOLUTIONS, INC., a Florida corporation (the "Company"), hereby adopts the following Articles of Amendment to its Articles of Incorporation, as amended on September 19, 2011, and as further amended on October 30, 2019, pursuant to the provisions of the Florida Business Corporation Act:

1. Amendment. The provisions of Article IV immediately following the first sentence are hereby deleted in their entirety and replaced with the following (the "Amendment"):

"The Company is authorized to issue 250,000,000 shares of Common Stock (the "Common Stock"). The par value of the Common Stock remains \$0.01 per share.

The Company is authorized to issue 1,000,000 shares of cumulative, convertible \$0.01 Preferred A Stock (the "Series A Preferred Stock"). The Series A Preferred Stock, as adjusted in connection with the Reverse Stock Split (as defined below) and any reverse and forward stock splits, stock dividends, stock combinations and other similar transactions of the Series A Preferred Stock that occur after the date hereof, is convertible into shares of Common Stock at a conversion ratio of one (1) share of Series A Preferred Stock for one (1) share of Common Stock (as adjusted in connection with the Reverse Stock Split (as defined below) and any reverse and forward stock splits, stock dividends, stock combinations and other similar transactions of the Common Stock that occur after the date hereof). The Series A Preferred Stock has no dividend attached.

The Company is authorized to issue 4,000 shares of Series B Preferred Stock (the "Series B Preferred Stock"). The Series B Preferred Stock shall be convertible at an exchange rate of 200 shares of Common Stock for each share of Series B Preferred Stock and have a stated value per share of \$1,000. The Series B Preferred Stock shall carry a cumulative dividend of 7.5% per annum and shall be senior in liquidation preference to the Common Stock and equal in liquidation preference to all other authorized class of preferred stock. The dividend is payable in-kind, at the election of the Company.

On the close of business on the date these Articles of Amendment are filed with the Florida Department of State (the "Effective Time"): (i) each eight (8) shares of Common Stock issued and outstanding or held by the Company in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof or the Company, be combined and converted into one (1) share of validly issued, fully paid and non-assessable Common Stock, subject to the treatment of fractional share interests as described below; and (ii) each eight (8) shares of Series A Preferred Stock issued and outstanding or held by the Company in treasury stock immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof or the Company, be combined and converted into one (1) share of validly issued, fully paid and non-assessable Series A Preferred Stock, subject to the treatment of fractional share interests as described below (the "Reverse Stock Split"). No fractional shares of Common Stock or Series A Preferred Stock shall be issued in connection with the Reverse Stock Split. Rather, fractional shares created as a result of the Reverse Stock Splits shall be rounded up to the next whole number, such that, in lieu of fractional shares, each shareholder who otherwise would be entitled to receive fractional shares of Common Stock or Series A Preferred Stock as a result of the Reverse Stock Split shall instead be entitled to receive the nearest larger whole number of shares of Common Stock or Series A Preferred Stock, respectively."

2. Approval of Amendment. The Amendment was approved and adopted by all of the directors of Company by written consent on September 9, 2020, and was approved and adopted by the required vote of the shareholders of the Company on October 30, 2019.

3. Effective Time and Date of Amendment. The Amendment shall become effective as of the close of business on the date these Articles of Amendment are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Amendment as of September 10, 2020.

TOMI ENVIRONMENTAL SOLUTIONS, INC.,
a Florida corporation

By: /s/ Harold W. Paul
Name: Harold W. Paul
Title: Secretary and Director

TOMI Environmental Solutions, Inc. Announces 1-for-8 Reverse Stock Split

BEVERLY HILLS, Calif., September 14, 2020 (GLOBE NEWSWIRE) -- TOMI™ Environmental Solutions, Inc. ("TOMI") (OTCQB:TOMZ), a global company specializing in disinfection and decontamination, utilizing its premier Binary Ionization Technology® ("BIT™") platform through its SteraMist® products - a hydrogen peroxide-based mist and fog composed of ionized Hydrogen Peroxide ("iHP™"), is pleased to announce that as of the close of business on September 10, 2020, it effected a 1-for-8 reverse stock split of the outstanding shares of its common stock, par value \$0.01 per share ("Common Stock"), and cumulative, convertible preferred A stock, par value \$0.01 per share ("Series A Preferred Stock").

At the annual meeting of TOMI's shareholders held on October 30, 2019, TOMI's shareholders approved a proposal to amend TOMI's Articles of Incorporation, as amended, in order to implement a reverse stock split of the outstanding shares of the Common Stock and Series A Preferred Stock, in each case, at a ratio within the range from 1-for-2 to 1-for-20, with the exact ratio to be determined by TOMI's board of directors.

The reverse stock split is intended to increase the per share trading price of TOMI's Common Stock to satisfy the minimum bid price requirement for listing on The NASDAQ Capital Market or another national securities exchange, although no assurance can be given that TOMI will be approved for listing on any such exchange.

Following the effectiveness of the reverse stock split, TOMI's Common Stock will begin trading on a split-adjusted basis when the market opens on September 15, 2020 and will be listed on the OTCQB® Venture Market under the trading symbol "TOMZD," for 20 business days, and subsequently under the trading symbol "TOMZ." The new CUSIP number for the Common Stock following the reverse stock split is 890023203.

Upon the effectiveness of the reverse stock split, the number of issued and outstanding shares of Common Stock and Series A Preferred Stock and the number of shares of Common Stock issuable upon the exercise or conversion of outstanding options, warrants, and other securities convertible into or exchangeable for shares of Common Stock were proportionally decreased, and the exercise or conversion prices of such options, warrants, and other securities were proportionally increased. The number of authorized shares of Common Stock and Series A Preferred Stock will not be affected by the reverse stock split and continue to be 250,000,000 shares and 1,000,000 shares, respectively. The par values per share of the Common Stock and Series A Preferred Stock were not changed as a result of the reverse stock split.

Voting and other rights of the shareholders were not be affected by the reverse stock split. No fractional shares will be issued as a result of the reverse stock split and any fractional shares that would otherwise be issuable as a result of the reverse stock split will be rounded up to the nearest whole share.

After the effective time of the reverse stock split, shareholders with shares held in certificate form will receive a letter of transmittal and instructions from TOMI's transfer agent, Continental Stock Transfer & Trust Company. Shareholders that hold shares in book-entry form or hold their shares in brokerage accounts are not required to take any action and will see the impact of the reverse stock split reflected in their accounts. Beneficial holders of TOMI's Common Stock are encouraged to contact their bank, broker, custodian or other nominee with questions regarding procedures for processing the reverse stock split.

Additional information about the reverse stock split can be found in the TOMI's definitive proxy statement filed with the Securities and Exchange Commission on September 19, 2019, a copy of which is available at www.sec.gov and at TOMI's website at www.tomimist.com.

TOMI™ Environmental Solutions, Inc.: Innovating for a safer world®

TOMI™ Environmental Solutions, Inc. (OTCQB:TOMZ) is a global decontamination and infection prevention company, providing environmental solutions for indoor surface disinfection through the manufacturing, sales and licensing of its premier Binary Ionization Technology® ("BIT™") platform. Invented under a defense grant in association with the Defense Advanced Research Projects Agency of the U.S. Department of Defense, BIT™ solution utilizes a low percentage hydrogen peroxide as its only active ingredient to produce a fog of ionized hydrogen peroxide ("iHP™"). Represented by the SteraMist® brand of products, iHP™ produces a germ-killing aerosol that works like a visual non-caustic gas.

TOMI products are designed to service a broad spectrum of commercial structures, including, but not limited to, hospitals and medical facilities, cruise ships, office buildings, hotel and motel rooms, schools, restaurants, meat and produce processing facilities, military barracks, police and fire departments, and athletic facilities. TOMI products and services have also been used in single-family homes and multi-unit residences.

TOMI develops training programs and application protocols for its clients and is a member in good standing with The American Biological Safety Association, The American Association of Tissue Banks, Association for Professionals in Infection Control and Epidemiology, Society for Healthcare Epidemiology of America, America Seed Trade Association, and The Restoration Industry Association.

For additional information, please visit <http://www.tomimist.com/> or contact us at info@tomimist.com.

Safe Harbor Statement under the Private Securities Litigation Reform Act of 1995

Certain written and oral statements made by us may constitute “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995 (the “Reform Act”). Forward-looking statements are identified by such words and phrases as “we expect,” “expected to,” “estimates,” “estimated,” “current outlook,” “we look forward to,” “would equate to,” “projects,” “projections,” “projected to be,” “anticipates,” “anticipated,” “we believe,” “could be,” and other similar phrases. All statements addressing operating performance, events, or developments that we expect or anticipate will occur in the future, including statements relating to revenue growth, earnings, earnings-per-share growth, or similar projections, are forward-looking statements within the meaning of the Reform Act. They are forward-looking, and they should be evaluated in light of important risk factors that could cause our actual results to differ materially from our anticipated results. The information provided in this document is based upon the facts and circumstances known at this time. We undertake no obligation to update these forward-looking statements after the date of this release.

INVESTOR RELATIONS CONTACT

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