

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 6, 2018

TimefireVR Inc.

(Exact name of registrant as specified in its charter)

Nevada	814-00175	86-0490034
(State or other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
7150 E. Camelback Rd. Suite 444 Scottsdale AZ		85251
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (602) 617-8888

(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:

- 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))

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.

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**Item 1.01 Entry into a Material Definitive Agreement.**

On December 6, 2018, TimefireVR Inc. filed a Certificate of Designation (the “COD”) authorizing 100 shares of the Company’s preferred stock as the new Series A Preferred Stock (the “Series A”). The Series A provides the holder of the Series A with a majority of the Company’s outstanding voting power. The Company intends to issue all outstanding shares of the Series A to the Company’s Chief Executive Officer.

The foregoing description is qualified in its entirety by the COD for the Series A which is attached hereto as Exhibits 3.1 and is incorporated herein by reference.

**Item 3.02 Unregistered Sales of Equity Securities.**

The disclosure included under Items 1.01 and 5.03 are incorporated by reference herein.

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

On December 6, 2018, the Company filed with the Nevada Secretary of State the COD for the Series A. Pursuant to the COD, the Company’s Board of Directors designated a new series of the Company’s preferred stock, the Series A, par value \$0.01 per share. The COD authorized the Company to issue up to 100 shares of Series A.

The Series A is not convertible and does not have any preferential dividend or liquidation rights. Holders of the Series A shall only be entitled to vote on the approval of an amendment to the company’s Articles of Incorporation and shall be entitled to a voting power equal to one vote more than the total combined voting power of the Company’s common stock and all other series or classes of the Company’s outstanding equity. The Company shall have the obligation to redeem all of the Series A for a total of \$100 upon the Company’s filing with the Nevada Secretary of State of an amendment to the Company’s Articles of Incorporation effecting a reverse stock split or an increase in authorized capital of the Company’s common stock.

The foregoing description of the COD and Series A does not purport to be complete and is qualified in its entirety by COD which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

<u>Exhibit No.</u>	<u>Description</u>
3.1	Series A Certificate of Designations

**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.

Date: December 12, 2018

**TimefireVR Inc.**

By: /s/ Jonathan Read

Name: Jonathan Read

Title: Chief Executive Officer

**CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS  
OF  
SERIES A PREFERRED STOCK**

The undersigned, Chief Executive Officer of TimefireVR Inc., a Nevada corporation (the "Company"), does hereby certify that the following resolutions were duly adopted by the Board of Directors of the Company by unanimous written consent on November 28, 2018;

WHEREAS, the Board of Directors is authorized within the limitations and restrictions stated in the Articles of Incorporation of the Company, to provide by resolution or resolutions for the issuance of 10,000,000 shares of Preferred Stock, par value \$0.01 per share, of the Company, in such series and with such designations, preferences and relative, participating, optional or other special rights and qualifications, limitations or restrictions as the Company's Board of Directors shall fix by resolution or resolutions providing for the issuance thereof duly adopted by the Board of Directors; and

WHEREAS, it is the desire of the Board of Directors, pursuant to its authority as aforesaid, to authorize and fix the terms of a series of Preferred Stock and the number of shares constituting such series;

Now, therefore, it is Resolved:

Section 1. Designation and Authorized Shares. The Company shall be authorized to issue 100 shares of Series A Preferred Stock, par value \$0.01 per share (the "Series A").

Section 2. Liquidation Preference. Holders of the Series A shall have no right to receive assets or payment of any kind upon the liquidation, dissolution or winding up of the business of the Company.

Section 3. Dividends. Holders of the Series A shall have no rights to receive dividends or distributions of the Company.

Section 4. Voting. Holders of the Series A shall at all times be entitled to total voting power equal to one vote more than the total combined voting power of the common stock and all other series or classes of equity of the Company as of the record date for any action to be submitted for shareholder approval. Except as otherwise expressly required by law, holders of the Series A shall be entitled to vote only on a proposal set forth by the Company to authorize the Company's filing with the Nevada Secretary of State of Articles of Amendment to the Company's Articles of Incorporation increasing the authorized common stock and/or effectuating a reverse split of the Company's common stock (either, a "Capital Increase"). On all other matters submitted for approval to the shareholders of the Company, holders of the Series A shall have no voting rights, except as provided by law. To the extent that holders of the Series A may be required to vote on other matters, Holders of shares of Series A shall vote together with the holders of the Company's common stock on all matters and shall not vote as a separate class.

Section 5. Conversion. Holders of the Series A shall have no rights to convert the Series A into any other form of equity of the Company.

Section 6. Redemption. The Company shall have the right and obligation to redeem all shares of the Series A for a total of \$100 upon the Company's filing with the Nevada Secretary of State of Articles of Amendment to the Company's Articles of Incorporation effectuating the Capital Increase.

Section 7. Record Holders. The Company and its transfer agent, if any, for the Series A may deem and treat the record holder of any shares of Series A as reflected on the books and records of the Company as the sole true and lawful owner thereof for all purposes, and neither the Company nor any such transfer agent shall be affected by any notice to the contrary.

Section 8. Transfer Limitations. Holders of the Series A may not transfer any shares of the Series A without the express written consent of the Company.

Section 9. Amendment. So long as any shares of Series A remain outstanding, the Company may amend this Certificate of Designation only with the vote or written consent of the holders of at least a majority of the then outstanding shares of the Series A.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 6<sup>th</sup> day of December 2018.

By: /s/ Jonathan Read

Name: Jonathan Read

Title: Chief Executive Officer