
**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): **June 25, 2018**

2050 MOTORS, INC.

(Exact Name of Registrant as Specified in its Charter)

California

(State or Other Jurisdiction
of Incorporation)

0-192227

(Commission
File Number)

95-4040591

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

3420 Bunkerhill Drive, North Las Vegas, NV

(Address of Principal Executive Offices)

89074

(Zip Code)

Registrant's Telephone Number, Including Area Code: **(702) 591-6029**

(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))
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In this Current Report on Form 8-K, “Company,” “our company,” “us,” “2050,” and “our” refer to 2050 Motors, Inc., unless the context requires otherwise.

FORWARD-LOOKING STATEMENTS

Our disclosure and analysis in this Current Report on Form 8-K contains some forward-looking statements. Certain of the matters discussed concerning our operations, cash flows, financial position, economic performance and financial condition, and the effect of economic conditions include forward-looking statements. Statements that are predictive in nature, that depend upon or refer to future events or conditions or that include words such as “expects,” “anticipates,” “intends,” “plans,” “believes,” “estimates” and similar expressions are forward-looking statements. Although we believe that these statements are based upon reasonable assumptions, including projections of orders, sales, operating margins, earnings, cash flow, research and development costs, working capital, capital expenditures and other projections, they are subject to several risks and uncertainties.

Investors are cautioned that our forward-looking statements are not guarantees of future performance and the actual results or developments may differ materially from the expectations expressed in the forward-looking statements.

As for the forward-looking statements that relate to future financial results and other projections, actual results will be different due to the inherent uncertainty of estimates, forecasts and projections may be better or worse than projected. Given these uncertainties, you should not place any reliance on these forward-looking statements. These forward-looking statements also represent our estimates and assumptions only as of the date that they were made. We expressly disclaim a duty to provide updates to these forward-looking statements, and the estimates and assumptions associated with them, after the date of this filing to reflect events or changes in circumstances or changes in expectations or the occurrence of anticipated events. You are advised, however, to consult any additional disclosures we make in our reports on Form 10-K, Form 10-Q, Form 8-K, or their successors.

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.

Events of default under a Convertible Promissory Note in the principal amount of \$78,000 (the “Note”) payable to Actus Fund, LLC (“AFL”) have occurred and are continuing on account of the Company’s failure to make the required payments of interest and principal when due and failure to file its quarterly reports required under the Securities and Exchange Act of 1934, as amended and other defaults alleged by AFL (collectively, the “Defaults”). AFL has notified the Company that as a result of the Defaults they are demanding payment of \$404,376.70 on or before June 29, 2018. The notice from AFL threatens that legal action will be instituted against the Company and others, if such payment is not made by June 29, 2018.

The Company does not have the funds required to meet the payment demanded by AFL at this time and is trying to negotiate a reasonable settlement and an extension to pay. There is no assurance that any reasonable settlement can be effected with AFL. Any lawsuit at this time will have a material adverse affect on the Company and could result in the collapse of its business.

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.

July 2, 2018

2050 Motors, Inc.

By: */s/ George Hedrick*

George Hedrick, CEO/Secretary
