
**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: December 15, 2015

Life Clips, Inc.

(Exact Name of Registrant as Specified in Charter)

Wyoming

*(State or Other Jurisdiction
of Incorporation or)*

333-198828

*(Commission
File Number)*

46-2378100

*(IRS Employer
Identification No.)*

**233 S. Sharon Amity Rd., Suite 201
Charlotte, North Carolina 28211**
(Address of Principal Executive Offices)

800-292-8991

(Registrant's telephone number, including area code)

Not applicable

(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))
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Item 3.03 Material Modification to Rights of Security Holders.

The information contained below in Item 5.03 of this Current Report on Form 8-K is hereby incorporated by reference to this Item 3.03.

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

On December 15, 2015, Life Clips, Inc. (the “**Company**”) filed Articles of Amendment to the Company’s Articles of Incorporation, as amended to date (the “**Articles of Amendment**”), with the Secretary of State for the State of Wyoming to effect a one-for-eleven forward stock split (the “**Forward Stock Split**”) of the outstanding common stock of the Company. The Forward Stock Split became effective on February 18, 2016. The Articles of Amendment were approved by the Board of Directors of the Company on December 9, 2015 and by a majority of the outstanding shares of the Company’s common stock entitled to vote on the matter. Holders of the Company’s common stock will be deemed to hold eleven whole, post-split shares of the Company’s common stock for every one whole, pre-split share of the Company’s issued and outstanding common stock. As a result of the Forward Stock Split, the number of outstanding shares of common stock of the Company was increased to approximately 53 million. The Forward Stock Split affected all shareholders of the Company uniformly and did not affect any shareholder’s ownership percentage of the Company’s common stock.

In addition to the Forward Stock Split, the Articles of Amendment also increased the total number of authorized shares of common stock of the Company from 75,000,000 to 320,000,000 (par value \$0.001 per share) and created a class of “blank check” preferred stock. The Articles of Amendment set the number of authorized shares of the “blank check” preferred stock (par value \$0.001 per share) at 20,000,000. The “blank check” preferred stock may be issued from time to time upon resolution of the Board of Directors, in one or more series, without the approval of the Company’s shareholders. The Board of Directors is expressly empowered to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon series of Preferred Stock and to set the number of shares constituting any such series.

The description contained herein of the Articles of Amendment is qualified in its entirety by reference to the terms of the Articles of Amendment, which is attached hereto as Exhibit 3.1 and incorporated herein by this reference.

Item 5.07. Submission of Matters to a Vote of the Security Holders.

On December 29, 2015, the Articles of Amendment were ratified and approved by Robert Gruder, the holder of 2,754,233 shares of the Company’s outstanding common stock, then constituting a majority of the outstanding shares, pursuant to a written consent in lieu of a meeting of shareholders. The sole matter approved pursuant to the written consent in lieu of a meeting of a meeting of shareholders was the Articles of Amendment.

Item 9.01. Financial Statement and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Articles of Amendment to the Articles of Incorporation of Life Clips, Inc.

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.

LIFE CLIPS, INC.

Date: February 22, 2016

By: /s/ Robert Gruder

Robert Gruder
Chief Executive Officer

EXHIBIT INDEX

Exhibit No. Description

3.1 Articles of Amendment to the Articles of Incorporation of Life Clips, Inc.



Wyoming Secretary of State
 State Capitol Building, Room 110
 200 West 24th Street
 Cheyenne, WY 82002-0020
 Ph. 307.777.7311
 Fax 307.777.5339
 Email: Business@wyo.gov

For Office Use Only

**Profit Corporation
 Articles of Amendment**

1. Corporation name:

Life Clips, Inc.

2. Article(s) 5 is amended as follows:

Article V has been replaced in its entirety by Annex I attached hereto.

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself which may be made upon facts objectively ascertainable outside the articles of amendment.

4. The amendment was adopted on 12/05/2015
(Date - mm/dd/yyyy)

5. If the amendment was adopted by the incorporators or board of directors without shareholder approval, a statement that the amendment was duly approved by the incorporators or by the board of directors as the case may be and that shareholder approval was not required.

OR



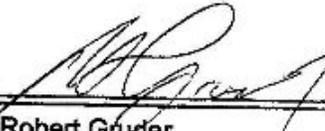


Wyoming Secretary of State
 State Capitol Building, Room 110
 200 West 24th Street
 Cheyenne, WY 82002-0020
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 Fax 307.777.5339
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If approval was required by the shareholders, a statement that the amendment was duly approved by the shareholders in the manner required by this act and by the articles of incorporation.

These Articles of Amendment were duly adopted by the Board of Directors of the Corporation, and the shareholders holding a majority of the voting power of the issued and outstanding capital stock of the Corporation, in the manner required by this act and by the Articles of Incorporation of the Corporation.

Signature: 
 Print Name:

Date:
(mm/dd/yyyy)

Title:

Contact Person:

Daytime Phone Number: Email:

- Checklist**
- Filing Fee: \$50.00** Make check or money order payable to Wyoming Secretary of State.
 - The Articles of Amendment may be executed by the Chairman of the Board, President or another of its officers.
 - Please submit one **originally signed** document and one exact photocopy of the filing.

ANNEX I

ARTICLES OF AMENDMENT
TO ARTICLES OF INCORPORATION
OF
LIFE CLIPS, INC.

ARTICLE 5 of the Articles of Incorporation of the Corporation shall be deleted in its entirety and replaced with the following:

(A) Classes of Stock. The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the Corporation is authorized to issue is Three Hundred Twenty Million (320,000,000). Three Hundred Million (300,000,000) shares shall be Common Stock, each share with a par value of \$0.001, and Twenty Million (20,000,000) shares shall be Preferred Stock, each share with a par value of \$0.001.

(B) Forward Stock Split. Effective upon the "Effective Time" (as defined below), all issued and outstanding shares of Common Stock (the "Existing Common Stock") of the Corporation shall be, and hereby are, automatically reclassified as follows: Each one (1) share of Existing Common Stock shall automatically be reclassified, changed, and converted into (the "Forward Stock Split") eleven (11) validly issued, fully paid, and non-assessable shares of Common Stock, par value \$0.001 per share (the "New Common Stock"). The Corporation shall, through its transfer agent, provide certificates representing New Common Stock to holders of Existing Common Stock in exchange for certificates representing Existing Common Stock. From and after the Effective Time, certificates representing shares of Existing Common Stock shall be cancelled and shall represent only the right of the holders thereof to receive New Common Stock. From and after the Effective Time, the term New Common Stock as used in this Article 5 shall mean Common Stock as provided in these Articles of Amendment to the Articles of Incorporation, including the par value therefore. The "Effective Time" shall be the first date permitted or determined by the Financial Industry Regulatory Authority (FINRA) as the effective date of such Forward Stock Split, subject to the prior filing and recording of these Articles of Amendment to the Articles of Incorporation in the office of Secretary of State of the State of Wyoming."

(C) Rights, Preferences and Restrictions of Preferred Stock. The Preferred Stock authorized by these Articles of Amendment to the Articles of Incorporation may be issued from time to time in series. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or of any of them. Subject to compliance with applicable protective voting rights which may be granted to the Preferred Stock or series thereof in certificates of determination

or this Corporation's Articles of Incorporation ("Protective Provisions"), but notwithstanding any other rights of the Preferred Stock or any series thereof, the rights, privileges, preferences and restrictions of any such series may be subordinated to, pari passu with (including, without limitation, inclusion in provisions with respect to liquidation and acquisition preferences, redemption and/or approval of matters by vote or written consent), or senior to any of those of any present or future class or series of Preferred or Common Stock. Subject to compliance with applicable Protective Provisions, the Board of Directors is also authorized to increase or decrease the number of shares of any series prior or subsequent to the issue of that series, but not below the number of shares of such series then outstanding. In case the number of shares of any series shall be so decreased, the shares constituting such decrease shall resume the status which they had prior to the adoption of the resolution originally fixing the number of shares of such series. The board of directors of this Corporation is expressly granted authority, without shareholder approval, and within the limits of the Wyoming Business Corporations Act, to take all of the foregoing action.

(D) Other Designations. The allocation between the classes, or among the series of each class, of unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution, shall be as designated by the Board of Directors. All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein or in the Corporation's Bylaws or in any amendment hereto or thereto shall be vested in the Common Stock. Accordingly, unless and until otherwise designated by the Board of Directors of the Corporation, and subject to any superior rights as so designated, the Common Stock shall have unlimited voting rights and be entitled to receive the net assets of the Corporation upon dissolution.