
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C.

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): May 19, 2017

Life Clips, Inc.

(Exact Name of Registrant as Specified in its Charter)

Wyoming

(State or other jurisdiction
of incorporation)

333-198828

(Commission
File Number)

46-2378100

(IRS Employer
Identification No.)

Harbour Centre, 18851 NE 29th Ave., Suite 700, Aventura, FL 33180

(Address of principal executive offices) (Zip Code)

(800) 292-8991

(Registrant's telephone number, including area code)

(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 3.02 Unregistered Sales of Equity Securities

On May 25, 2017, Life Clips, Inc. (the “Company”) issued 1,000,000 shares of newly created Series A Preferred Stock of the Company (the “Series A Stock”), as discussed in Item 5.03 of this Current Report on Form 8-K, to Victoria Rudman, the Company’s Chief Financial Officer, in return for services provided to the Company by Ms. Rudman and to ensure Ms. Rudman’s continued service to the Company. The description of the Series A Stock and other information set forth in Item 5.03 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02. The shares of Series A Stock were issued in reliance on the exemption from registration provided by Section 4(a)(2) of the Securities Act of 1933, as amended, on the basis that the transaction did not involve a public offering.

Item 3.03 Material Modification to Rights of Security Holders.

The disclosure set forth in Item 5.03 is incorporated herein by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

The description of the issuance of the Series A Stock to Mr. Rudman set forth in Item 3.02 of this Current Report on Form 8-K is incorporated by reference into this Item 5.02.

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

Effective as of May 19, 2017, the Company amended its Articles of Incorporation to designate the Series A Stock as a series of preferred stock of the Company.

1,000,000 shares of Series A Stock are authorized, with a par value of \$0.001 per share. Each share of Series A Stock ranks, with respect to dividend rights and rights upon liquidation, winding up or dissolution of the Company, the same as the common stock of the Company, par value \$0.001 per share (the “Common Stock”) and is not entitled to any specific dividends or other distributions, other than those declared by the Board of Directors. Each share of Series A Stock has 100 votes on any matter submitted to the shareholders of the Company, and the Series A Stock votes together with the holders of the outstanding shares of all other capital stock of the Company (including the Common Stock and any other series of preferred stock then outstanding), and not as a separate class, series or voting group on any such matter. The Series A Preferred Stock is not transferrable by the holder, and may be redeemed by the Company at any time for the par value. In the event that the holder of Series A Preferred Stock who is an employee or officer of the Company leaves their position as an employee or officer of the Company for any reason, the Series A Preferred Stock held by that holder will be automatically cancelled and will revert to being authorized and unissued shares of Series A Preferred Stock. The Series A Preferred Stock is not convertible into any other class of shares of the Corporation.

The information set forth above is qualified in its entirety by reference to the actual terms of the Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock of Life Clips, Inc. (the “Certificate of Designation”) attached hereto as Exhibit 3.1 and which is incorporated herein by reference.

The Certificate of Designation for the Series A Stock is attached hereto as Exhibit 3.1.

Item 9.01 Financial Statements and Exhibits.

Exhibit No.	Description of Exhibit
3.1*	Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock of Life Clips, Inc.

* Filed herewith.

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.

Dated: May 25, 2017

/s/ Victoria Rudman

Victoria Rudman, Chief Financial Officer

Ex. 3.1 Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock of Life Clips, Inc.

**CERTIFICATE OF DESIGNATION OF PREFERENCES,
RIGHTS AND LIMITATIONS
OF
SERIES A PREFERRED STOCK
Of
Life Clips, Inc.**

**Pursuant to Section 17-16-602 of the
Wyoming Business Corporation Act**

The undersigned does hereby certify that the following resolution was duly adopted by the Board of Directors (the "Board") of Life Clips, Inc., a Wyoming corporation (hereinafter called the "Corporation"), with the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, having been fixed by the Board pursuant to authority granted to it under Article V of the Corporation's Articles of Incorporation and in accordance with the provisions of Section 17-16-602 of the Wyoming Business Corporation Act:

RESOLVED: That, pursuant to authority conferred upon the Board by the Corporation's Articles of Incorporation, the Board hereby authorizes 1,000,000 shares of the preferred stock of the Corporation as Series A Preferred Stock, par value \$0.001 per share, of the Corporation and hereby fixes the designations, powers, preferences and relative, participating, optional or other special rights, and the qualifications, limitations or restrictions thereof, of such shares, in addition to those set forth in the Articles of Incorporation of the Corporation, as follows:

Section 1. Designation . The shares of such Series shall be designated "Series A Preferred Stock," and the number of shares constituting such Series shall be 1,000,000 (the "Series A Preferred Stock"). The number of shares of Series A Preferred Stock may be increased or decreased by resolution of the Board and approval by the holders of a majority of the outstanding shares of the Series A Preferred Stock, voting as a separate voting group; provided that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than the number of shares of such Series then outstanding.

Section 2. Ranking . The Series A Preferred Stock shall, with respect to dividend rights and rights upon liquidation, winding up or dissolution, rank the same as the common stock of the Corporation, par value \$0.001 per share (the "Common Stock").

Section 3. Dividends. The Series A Preferred Stock shall have no dividend rights except as may be declared by the Board in its sole and absolute discretion, out of funds legally available for that purpose.

Section 4. Liquidation, Dissolution or Winding Up . Upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, or the Corporation's sale, lease, exchange or other disposition of assets the Series A Preferred Stock shall participate pro rata with the Common Stock as one class as to any distributions distributed to the shareholders of the Corporation.

Section 5. Voting Rights . The holders of the shares of Series A Preferred Stock shall be entitled to notice of all shareholders' meetings (or any action by written consent) in accordance with the Corporation's Articles of Incorporation and Bylaws, and applicable law, as if the holders of Series A Preferred Stock were holders of Common Stock (and whether or not the holders of Series A Preferred Stock are entitled to vote at the meeting or on the action taken by written consent). Each share of Series A Preferred Stock shall have one hundred (100) votes on any matter submitted to a vote of the shareholders of the Corporation. Except as otherwise expressly provided by this Certificate of Designation or by applicable law, the holders of Series A Preferred Stock shall vote together with the holders of the outstanding shares of all other capital stock of the Corporation (including the Common Stock and any other series of preferred stock then outstanding), and not as a separate class, series or voting group.

Section 6. Transfer; Redemption; Legends, etc. The Series A Preferred Stock shall not be transferrable by the holder thereof, whether voluntarily or by operation of law, or otherwise. The Series A Preferred Stock may be redeemed by the Corporation at any time for the par value thereof. In the event that the holder of Series A Preferred Stock who is an employee or officer of the Corporation leaves their position as an employee or officer of the Corporation for any reason, the Series A Preferred Stock held by such holder shall be automatically cancelled without any further action of any person or entity, and shall cease to be issued and outstanding, and shall thereafter constitute authorized and unissued shares of Series A Preferred Stock. The Series A Preferred Stock is not convertible into any other class of shares of the Corporation. Each certificate representing the Series A Preferred Stock shall bear a legend in substantially the following format:

THIS SECURITY HAS NOT BEEN REGISTERED WITH THE SECURITIES AND EXCHANGE COMMISSION OR THE SECURITIES COMMISSION OF ANY STATE IN RELIANCE UPON AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT OF 1933, AS AMENDED. THIS SECURITY MAY NOT BE TRANSFERRED BY THE HOLDER HEREOF UNDER ANY CIRCUMSTANCES, AND IS SUBJECT TO REDEMPTION AT ANY TIME BY LIFE CLIPS, INC. AND IS SUBJECT TO CANCELLATION UPON THE OCCURRENCE OF CERTAIN EVENTS.

Section 7. Headings. The headings of the paragraphs of this Certificate of Designations are for convenience of reference only and shall not define, limit or affect any of the provisions hereof.

Section 8. Notices. All notices or communications in respect of the Series A Preferred Stock shall be sufficiently given if given in writing and delivered in person or by first class mail, postage prepaid, or if given in such other manner as may be permitted in this Certificate of Designations, in the Articles of Incorporation or Bylaws or by applicable law or regulation. Notwithstanding the foregoing, if the Series A Preferred Stock is issued in book-entry form or any similar facility, such notices may be given to the holders of the Series A Preferred Stock in any manner permitted by such facility.

Section 9. Replacement Certificates. The Corporation shall replace any mutilated certificate at the holder's expense upon surrender of that certificate to the Corporation. The Corporation shall replace certificates that become destroyed, stolen or lost at the holder's expense upon delivery to the Corporation of reasonably satisfactory evidence that the certificate has been destroyed, stolen or lost, together with any indemnity that may be required by the Corporation.

Section 10. Severability. If any term of the Series A Preferred Stock set forth herein is invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, all other terms set forth herein which can be given effect without the invalid, unlawful or unenforceable term will, nevertheless, remain in full force and effect, and no term herein set forth will be deemed dependent upon any other such term unless so expressed herein.

[Remainder of Page Left Intentionally Blank.]

IN WITNESS WHEREOF, Life Clips, Inc. has caused this Certificate of Designations to be duly executed by its authorized corporate officer this 9th day of May, 2017.

By: /s/ Huey Long
Name: Huey Long
Title: Chief Executive Officer