

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**SCHEDULE 14C INFORMATION**

**Information Statement Pursuant to Section 14(c) of the Securities Exchange Act of 1934**

Check the appropriate box:

- Preliminary Information Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))
- Definitive Information Statement

**Life Clips, Inc.**

(Name of Registrant as Specified in Its Charter)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11

(1) Title of each class of securities to which transaction applies:

\_\_\_\_\_

(2) Aggregate number of securities to which transaction applies:

\_\_\_\_\_

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11

\_\_\_\_\_

(4) Proposed maximum aggregate value of transaction

\_\_\_\_\_

(5) Total fee paid

\_\_\_\_\_

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

\_\_\_\_\_

(2) Form, Schedule or Registration Statement No.:

\_\_\_\_\_

(3) Filing Party:

\_\_\_\_\_

(4) Date Filed:

\_\_\_\_\_

---

---

**Life Clips, Inc.**  
Harbour Centre, 18851 NE 29th Ave., Suite 700  
Aventura, FL 33180  
(800) 292-8991

INFORMATION STATEMENT  
PURSUANT TO SECTION 14(C) OF THE SECURITIES EXCHANGE ACT OF 1934

Approximate Date of Mailing: \_\_\_\_\_, 2017;

TO THE STOCKHOLDERS OF Life Clips, Inc.:

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY  
THIS IS NOT A NOTICE OF A MEETING OF STOCKHOLDERS AND NO STOCKHOLDERS'  
MEETING WILL BE HELD TO CONSIDER ANY MATTER DESCRIBED HEREIN.**

This notice and accompanying Information Statement is furnished to the holders of shares of common stock, par value \$0.001 per share ("Common Stock"), of Life Clips, Inc., a Wyoming corporation (the "Company"), pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and Regulation 14C and Schedule 14C thereunder, in connection with the approval of the action described below taken by unanimous written consent of the Board of Directors of the Company and by written consent of the holder of a majority of the voting power of the issued and outstanding capital stock of the Company:

1. An increase in the number of authorized shares of Common Stock from 300,000,000 to 800,000,000 (the "Authorized Share Increase").

The purpose of this Information Statement is to notify our stockholders that on June 5, 2017, a stockholder holding a majority of the voting power of our issued and outstanding shares of capital stock executed a written consent approving the Authorized Share Increase. In accordance with Rule 14c-2 promulgated under the Exchange Act, the Authorized Share Increase will become effective no sooner than 20 days after we mail this notice and the accompanying Information Statement to our stockholders.

The written consent that we received constitutes the only stockholder approval required for the Authorized Share Increase under Wyoming law and the Company's articles of incorporation and bylaws, each as amended. As a result, no further action by any other stockholder is required to approve the Authorized Share Increase and we have not and will not be soliciting your approval of the Authorized Share Increase. Notwithstanding, the holders of our Common Stock of record at the close of business on June 5, 2017 are entitled to notice of the stockholder action by written consent.

This notice and the accompanying Information Statement are being mailed to our holders of Common Stock of record as of June 5, 2017 on or about \_\_\_\_\_, 2017. **This notice and the accompanying Information Statement shall constitute notice to you of the action by written consent in accordance with Rule 14c-2 promulgated under the Exchange Act.**

Attached hereto for your review is an Information Statement relating to the above-described action. Please read this Information Statement carefully. It describes the essential terms of the action to be taken. Additional information about the Company is contained in its reports filed with or furnished to the Securities and Exchange Commission (the "SEC"). These reports, their accompanying exhibits and other documents filed with the SEC may be inspected without charge at the Public Reference Section of the SEC at 100 F Street, N.E., Washington, D.C. 20549. Copies of such material may also be obtained from the SEC at prescribed rates. The SEC also maintains a website that contains reports, proxy and information statements and other information regarding public companies that file reports with the SEC. Copies of these reports may be obtained on the SEC's website at [www.sec.gov](http://www.sec.gov).

**NO VOTE OR OTHER ACTION OF THE COMPANY'S STOCKHOLDERS IS REQUIRED IN CONNECTION WITH THIS INFORMATION STATEMENT. WE ARE NOT ASKING FOR A PROXY AND YOU ARE NOT REQUESTED TO SEND US A PROXY.**

By Order of the Board of Directors,

By /s/ Huey Long  
Huey Long  
Chief Executive Officer  
\_\_\_\_\_, 2017

**Life Clips, Inc.**  
Harbour Centre, 18851 NE 29th Ave., Suite 700  
Aventura, FL 33180  
(800) 292-8991

\_\_\_\_\_, 2017

## **INFORMATION STATEMENT**

### **INFORMATION CONCERNING THE ACTION BY WRITTEN CONSENT**

Pursuant to Section 14(c) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and Regulation 14C promulgated thereunder, the notice and this information statement (this “Information Statement”) will be mailed on or about \_\_\_\_\_, 2017 to the stockholders of record, as of June 5, 2017 (the “Record Date”), of Life Clips, Inc., a Wyoming corporation (hereinafter referred to as “we,” “us,” “our,” “Life Clips” or the “Company”). This Information Statement is being circulated to advise stockholders of an action already approved and taken without a meeting by written consent of the stockholder who holds a majority of the voting power of our voting stock.

### **WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY**

Our board of directors and the stockholder holding a majority of our voting power took action by written consent to approve the following action:

1. An increase in the number of authorized shares of Common Stock from 300,000,000 to 800,000,000 (the “Authorized Share Increase”).

On June 5, 2017, our board of directors unanimously approved an amendment to our Articles of Incorporation, as amended (the “Articles”), to effect the Authorized Share Increase (the “Amendment”). Subsequent to our board of directors’ approval of the Amendment, the holder of a majority of the voting power of our voting stock, on June 5, 2017 approved, by written consent, the Amendment. The consenting stockholder and her approximate ownership percentage of the voting stock of the Company are as follows: Victoria Rudman, 58.7%. Ms. Rudman holds 1,000,000 shares of our Series A Preferred Stock, which represents 100.0% of the outstanding Series A Preferred Stock. Each share of Series A Preferred Stock is entitled to 200 votes per share.

The Authorized Share Increase will become effective upon the filing of the Amendment with the Secretary of State of the State of Wyoming (the “Effective Date”).

Pursuant to Rule 14c-2 promulgated under the Exchange Act, the Amendment will not be effected until at least 20 calendar days after the mailing of this Information Statement to our stockholders.

### **RECORD DATE AND VOTING SECURITIES**

Only stockholders of record at the close of business on the Record Date, are entitled to notice of the information disclosed in this Information Statement. As of the Record Date, our authorized securities consist of 300,000,000 shares of common stock, \$0.001 par value per share, and 20,000,000 shares of Preferred Stock, \$0.001 par value per share, of which there are authorized 1,000,000 shares of Series A Preferred Stock (the “Series A Preferred”).

As of the June 5, 2017, there were 140,748,371 shares of common stock issued and outstanding, held by 65 holders of record, and 1,000,000 shares of Series A Preferred Stock issued and outstanding held by one holder of record.

Holders of our common stock are entitled to one vote per share. Holders of Series A Preferred Stock are entitled to 200 votes per share.

The Company’s Common Stock is quoted on the OTCQB market tier of the OTC Markets Group Inc. under the symbol “LCLP.” The last sale price of our Common Stock as reported on the OTCQB was \$0.0043 on June 5, 2017.

**THIS IS NOT A NOTICE OF A MEETING OF STOCKHOLDERS AND NO STOCKHOLDERS’ MEETING WILL BE HELD TO CONSIDER ANY MATTER DESCRIBED HEREIN. THIS INFORMATION STATEMENT IS BEING FURNISHED TO YOU SOLELY FOR THE PURPOSE OF INFORMING YOU OF THE MATTERS DESCRIBED HEREIN.**

---

## STOCKHOLDERS' RIGHTS

The elimination of the need for a special meeting of the stockholders to approve the actions described in this Information Statement is authorized by Section 17-16-704 of the Wyoming Business Corporation Act (the "WBCA") and the Company's Articles. Section 17-16-704 of the WBCA provides that the articles of incorporation of a company may provide that any action required or permitted by the WBCA to be taken at a shareholders' meeting may be taken without a meeting, and without prior notice, if consents in writing setting forth the action so taken are signed by the holders of outstanding shares having not less than the minimum number of votes that would be required to authorize or take the action at a meeting at which all shares entitled to vote on the action were present and voted. The Company's Articles do so provide. In order to eliminate the costs and management time involved in holding a special meeting and in order to effect the actions disclosed herein as quickly as possible in order to accomplish the purposes of our Company, we chose to obtain the written consent of a majority of our voting power to approve the actions described in this Information Statement.

The action described in this Information Statement cannot be taken until at least 20 calendar days after this Information Statement has first been sent or given to our stockholders.

## EXPENSES

The costs of preparing, printing and mailing this Information Statement will be borne by the Company.

## STOCKHOLDERS SHARING AN ADDRESS

We will deliver only one Information Statement to multiple stockholders sharing an address unless we have received contrary instructions from one or more of the stockholders. We undertake to deliver promptly, upon written or oral request, a separate copy of the Information Statement to a stockholder at a shared address to which a single copy of the Information Statement is delivered. A stockholder can notify us that the stockholder wishes to receive a separate copy of the Information Statement by contacting us at the address or phone number set forth above.

If multiple stockholders sharing an address have received one copy of this Information Statement or any other corporate mailing and would prefer the Company to mail each stockholder a separate copy of future mailings, you may mail notification to, or call us at, the address and phone number set forth above. Additionally, if multiple stockholders sharing an address receive multiple copies of this Information Statement or other corporate mailings and wish to receive only one copy of future mailings to stockholders at the shared address, such stockholders can notify us at the address or phone number set forth above.

## BACKGROUND AND PURPOSE OF THE AMENDMENT

### General

Our board of directors and the holder of our Series A Preferred Stock, representing a majority of the voting power of our capital stock, have taken action by written consent to authorize our board of directors to effect the Amendment. Our board of directors has discretion to abandon the Amendment prior to its effectiveness.

The Authorized Share Increase will become effective upon the filing of the Amendment with the Secretary of State of the State of Wyoming. We expect the Effective Date (i.e., the date that the Authorized Share Increase is effective) will occur on or about \_\_\_\_\_, 2017.

### Reasons for Proposed Amendment

Our Board of Directors' primary reason for approving and recommending the Authorized Share Increase is to provide additional shares for issuance by the Company to enable the Company to raise additional capital, to complete acquisitions using the Company's shares for consideration, and to ensure that the Company is in compliance with various loans, warrants and other agreements of the Company which are convertible into shares of Common Stock, wherein the Company covenanted to maintain adequate authorized but unissued shares of Common Stock to enable such conversions. The Company does not currently have any definitive plans, arrangements, understandings or agreements regarding the issuance of the additional shares of common stock that will result from our adoption of the Amendment, other than to retain such shares for issuance upon conversion of certain debt obligations of the Company. Except as otherwise required by law, the newly authorized shares of common stock will be available for issuance at the discretion of our Board of Directors (without further action by the stockholders) for various future corporate needs, including those outlined above). While adoption of the Amendment would not have any immediate dilutive effect on the proportionate voting power or other rights of existing stockholders, any future issuance of additional authorized shares of our common stock may, among other things, dilute the earnings per share of our common stock and the equity and voting rights of those holding common stock at the time the additional shares are issued.

We believe that the Authorized Share Increase will make our Common Stock more attractive to a broader range of institutional and other investors. However, other factors, such as our financial results, general market conditions and the market perception of our company, may adversely affect the market price of our Common Stock. As a result, there can be no assurance that the Authorized Share Increase, if completed, will result in the intended benefits described above, that the market price of our Common Stock will increase following the Authorized Share Increase or that the market price of our Common Stock will not decrease in the future. Accordingly, the total market capitalization of our Common Stock after the Authorized Share Increase may be lower than the total market capitalization before the Authorized Share Increase.

---

After undertaking a thorough analysis of the advisability of the Authorized Share Increase and considering the totality of the circumstances, our Board of Directors believes that it is fair to the stockholders of the Company, from a financial point of view, and in the best interests of us and our stockholders. The effectuation of the Authorized Share Increase is conditioned on our Board's consideration of the totality of the circumstances.

### **Potential Effects of Proposed Amendment**

The Authorized Share Increase will affect all holders of our Common Stock uniformly. The Authorized Share Increase is not intended to affect any stockholder's percentage ownership interest in our company.

The Authorized Share Increase will not change the terms of our Common Stock. After the Authorized Share Increase, the shares of our Common Stock will have the same voting rights and rights to dividends and distributions and will be identical in all other respects to our Common Stock now authorized. Our Common Stock will remain fully paid and non-assessable.

After the effective time of the Authorized Share Increase, we will continue to be subject to the periodic reporting and other requirements of the Exchange Act. The Authorized Share Increase is not intended as, and will not have the effect of, a "going private transaction" as described by Rule 13e-3 under the Exchange Act.

The availability of a substantial number of authorized but un-reserved shares of our Common Stock resulting from the Authorized Share Increase, under various scenarios, may be construed as having an anti-takeover effect by permitting the issuance of shares of our Common Stock to purchasers who might oppose a hostile takeover bid or oppose any efforts to amend or repeal certain provisions in our Articles or bylaws as then in effect. The proposal to effectuate the Authorized Share Increase did not result from our knowledge of any specific effort to accumulate our securities or to obtain control of us by means of a merger, tender offer, proxy solicitation in opposition to management or otherwise, and our board of directors did not authorize the Authorized Share Increase to increase the authorized shares of our Common Stock to enable us to frustrate any efforts by another party to acquire a controlling interest or to seek representation on our Board of Directors.

### **Accounting Matters**

The proposed Amendment will not affect the par value of our Common Stock. As a result, at the effective time of the Authorized Share Increase, the stated capital on our balance sheet attributable to our Common Stock will not be affected.

### **Certain Federal Income Tax Consequences of the Authorized Share Increase**

There will be no material U.S. federal income tax consequences of the Authorized Share Increase to holders of our Common Stock.

### **Dissenters' Rights**

Under the WBCA, stockholders will not be entitled to dissenters' rights with respect to the proposed Amendment to effect the Authorized Share Increase and we do not intend to independently provide stockholders with such rights.

## **AMENDMENT OF THE COMPANY'S ARTICLES OF INCORPORATION**

To effect the Authorized Share Increase, the Company will amend its Articles. The Articles Amendment will provide for the Authorized Share Increase becoming effective on the Effective Date. The form of the Articles Amendment is attached hereto as Exhibit A, and will amend the Articles to increase the number of authorized shares of Common Stock from 300,000,000 to 800,000,000.

## **INTEREST OF CERTAIN PERSONS IN OR OPPOSITION TO MATTERS TO BE ACTED UPON**

Except as disclosed elsewhere in this Information Statement, none of the following persons has any substantial interest, direct or indirect, by security holdings or otherwise in any matter to be acted upon:

- Any director or officer of our Company,
-

- Any proposed nominee for election as a director of our Company, and
- Any associate or affiliate of any of the foregoing persons.

The stockholdings of our directors and officers are listed below in the section entitled “Security Ownership of Certain Beneficial Owners and Management.” No director has advised us that he intends to oppose the Amendment.

#### SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth certain information regarding the beneficial ownership of our common stock as of June 5, 2017, by the following persons:

- Each person who is known to be the beneficial owner of more than 5% of our issued and outstanding shares of common stock,
- Each of our named executive officers (as defined in Item 402 of Regulation S-K) and directors, and
- All of our directors and executive officers as a group.

Beneficial ownership is determined in accordance with the rules and regulations of the SEC. The number of shares and the percentage beneficially owned by each individual listed above include shares that are subject to options held by that individual that are immediately exercisable or exercisable within 60 days from June 5, 2017, and the number of shares and the percentage beneficially owned by all officers and directors as a group includes shares subject to options held by all officers and directors as a group that are immediately exercisable or exercisable within 60 days from June 5, 2017.

The information provided herein is based upon a list of our shareholders and our records with respect to the ownership of warrants and options to purchase securities in our company. The percentages in the table have been calculated on the basis of treating as outstanding for a particular person, all shares of our common stock outstanding on that date and all shares of our common stock issuable to that holder in the event of exercise of outstanding options, warrants, rights or conversion privileges owned by that person at that date which are exercisable within 60 days of that date. Except as otherwise indicated, the persons listed below have sole voting and investment power with respect to all shares of our common stock owned by them, except to the extent that power may be shared with a spouse.

As of June 5, 2017, there were 140,748,371 shares of our Common Stock outstanding, and 1,000,000 shares of our Series A Preferred Stock outstanding.

#### Series A Preferred Stock (1)

<u>Name of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class</u>
Victoria Rudman	1,000,000	100.0%

(1) Each share of Series A Preferred Stock has 200 votes on any matter submitted to a vote of the Company’s stockholders.

#### Common Stock

<u>Name and Address of Beneficial Owner</u>	<u>Amount and Nature of Beneficial Ownership</u>	<u>Percent of Class (3)</u>
Huey Long, Chief Executive Officer and Director (1)	3,750,000(2)	2.6%
All executive officers and directors as a group (1 person)	3,750,000(2)	2.6%

(1) The address of the forgoing is c/o Life Clips, Inc., Harbour Centre, 18851 NE 29th Ave., Suite 700, Aventura, FL 33180.

(2) Represents shares to be issued to Mr. Long on August 2, 2017 pursuant to his employment agreement with the Company.

(3) Based on an aggregate of 140,748,371 common shares outstanding as of June 5, 2017.

## Changes in Control

We are unaware of any contract or other arrangement the operation of which may at a subsequent date result in a change of control of our Company.

## Market Information

The Company's Common Stock is quoted on the OTCQB market tier of the OTC Markets Group Inc. under the symbol "LCLP." Our common stock was initially listed on the OTCQB on December 15, 2015. The following table sets forth the range of high and low sale prices for our Common Stock for the periods indicated. On January 8, 2016, we effected a 11 for 1 forward stock split of our common stock. All prices in the following table reflect post-split prices. The information reflects inter-dealer prices, without retail mark-ups, mark-downs or commissions and may not necessarily represent actual transactions.

	<u>High</u>		<u>Low</u>	
Quarter Ended March 31, 2015	\$	N/A	\$	N/A
Quarter Ended June 30, 2015	\$	N/A	\$	N/A
Quarter Ended September 30, 2015	\$	N/A	\$	N/A
Quarter Ended December 31, 2015	\$	0.20	\$	0.20
Quarter Ended March 31, 2016	\$	0.20	\$	0.20
Quarter Ended June 30, 2016	\$	0.635	\$	0.535
Quarter Ended September 30, 2016	\$	0.2024	\$	0.17
Quarter Ended December 31, 2016	\$	0.0249	\$	0.017
Quarter Ended March 31, 2017	\$	0.009	\$	0.0079

We have never declared or paid cash dividends on our Common Stock. We currently intend to retain all available funds and any future earnings for use in the operation and expansion of our business and do not anticipate paying any cash dividends in the foreseeable future.

As of June 5, 2017, we had 65 record holders of our Common Stock. The last sale price of our Common Stock as reported on the OTCQB was \$0.0045 on June 5, 2017.

On April 20, 2016, the Company approved the Life Clips, Inc. 2016 Stock and Incentive Plan (the "Plan"). The Plan provides for the granting of nonqualified stock options, incentive stock options, stock appreciation rights, restricted stock grants and units, performance units and awards, and cash. The Plan allows for an issuance of a maximum of 20,000,000 shares of common stock, with awards made at the discretion of the board of directors. No awards have been made to date under the Plan.

## ADDITIONAL INFORMATION

We are subject to the informational requirements of Section 15(d) of the Exchange Act. Accordingly, we file annual, quarterly and other reports and information with the SEC. Our filings with the SEC are available to the public on the SEC's website at [www.sec.gov](http://www.sec.gov). Those filings will also be available to the public on, or accessible through, our corporate website at [www.lifeclips.com](http://www.lifeclips.com). You may also read and copy, at SEC prescribed rates, any document we file with the SEC at the SEC's Public Reference Room located at 100 F Street, NE., Washington, D.C. 20549. You can call the SEC at 1-800-SEC-0330 to obtain information on the operation of the Public Reference Room. You may also request a copy of these filings, at no cost, by writing to us at 18851 NE 29th Ave, Suite 700, Aventura, FL 33180 or by telephoning us at (800) 292-8991.

Our principal executive office is located at 18851 NE 29th Ave., Suite 700, Aventura, FL 33180. Our phone number is (800) 292-8991.

\_\_\_\_\_, 2017

By Order of the Board of Directors,

By /s/ Huey Long  
Huey Long  
Chief Executive Officer

EXHIBIT A

**Articles of Amendment**

---



**Ed Murray**  
**Wyoming Secretary of State**  
2020 Carey Avenue, Suite 700  
Cheyenne, WY 82002-0020  
Ph. 307.777.7311  
Fax 307.777.5339  
Email: [Business@wyo.gov](mailto:Business@wyo.gov)

For Office Use Only

---

**Profit Corporation**  
**Articles of Amendment**

1. Corporation name:

Life Clips, Inc.

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

(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 Eight Hundred Twenty Million (820,000,000). Eight Hundred Million (800,000,000) 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.

3. If the amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions 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   
(Date - mm/dd/yyyy)

5. Approval of the amendment: *(Please check **only one** appropriate field to indicate the party approving the amendment.)*

**Shares were not issued** and the board of directors or incorporators have adopted the amendment.

**OR**

**Shares were issued** and the board of directors have adopted the amendment *without shareholder approval*, in compliance with W.S. 17-16-1005.

**OR**

**Shares were issued** and the board of directors have adopted the amendment *with shareholder approval*, in compliance with W.S. 17-16-1003.

**Signature:** \_\_\_\_\_ **Date:** \_\_\_\_\_  
*(May be executed by Chairman of Board, President or another of its officers.)* *(mm/dd/yyyy)*

Print Name:  Contact Person:

Title:  Daytime Phone Number:

Email:

*(Email provided will receive annual report reminders and filing evidence) May list multiple email addresses*

**Checklist**  
 **Filing Fee: \$50.00** Make check or money order payable to Wyoming Secretary of State.  
 Please submit one originally signed document.  
 **Typical processing time is 3-5 business days** following the date of receipt in our office.  
 Please review form prior to submitting to the Secretary of State to ensure all areas have been completed to avoid a delay in the processing time of your documents.