

# VITAXEL GROUP LTD

## **FORM 8-K** (Current report filing)

Filed 06/14/17 for the Period Ending 06/13/17

Telephone	60321432889
CIK	0001623590
Symbol	VXEL
SIC Code	5000 - Wholesale-Durable Goods
Industry	Fishing & Farming
Sector	Consumer Non-Cyclicals
Fiscal Year	12/31

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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**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 13, 2017 (June 12, 2017)**

**VITAXEL GROUP LIMITED**

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(Exact name of registrant as specified in its charter)

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Nevada  
(State or other jurisdiction of  
incorporation)

333-201365  
(Commission  
File Number)

30-0803939  
(IRS Employer  
Identification No.)

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Wisma Ho Wah Genting, No. 35  
Jalan Maharajalela, 50150  
Kuala Lumpur, Malaysia  
(Address of principal executive offices)

Registrant's telephone number, including area code:

603.2143.2889

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(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 5.03 Amendments to Articles of Incorporation or Bylaws; Changes in Fiscal Year.**

On June 12, 2017, we filed a Certificate of Amendment to our Articles of Incorporation with the Nevada Secretary of State to effect a 1:100 reverse stock split (the "Reverse Split"). The effective date of the Reverse Split will be June 15, 2017 (the "Effective Date"). On the Effective Date, every 100 outstanding shares of our common stock shall, without further action by us or the holders thereof, become one share of common stock. No fractional shares shall be issued in connection with the Reverse Split. A stockholder who would otherwise be entitled to receive a fractional share will be entitled to receive one whole share. As of the Effective Date, our authorized shares of capital stock shall be reduced in proportion to the Reverse Split ratio. Accordingly, our 7,000,000,000 shares of authorized common stock prior to the Effective Date shall become 70,000,000 shares of authorized common stock on the Effective Date, and our 100,000,000 shares of authorized preferred stock prior to the Effective Date shall become 1,000,000 shares of authorized preferred stock on the Effective Date. Additionally, as part of the Reverse Split, the par value of both our common stock and our preferred stock has been increased from \$0.000001 per share to \$0.0001 per share, as reflected in the Certificate of Amendment. Under Nevada law, the Reverse Split and corresponding reduction in authorized common stock and preferred stock, and increase in par value of both classes of our stock, did not require shareholder approval.

**Item 8.01 Other Events.**

On June 13, 2017 we received approval from the Financial Industry Regulatory Authority ("FINRA") to effectuate the Reverse Split at the open of business on June 15, 2017. At such time, our trading symbol will temporarily change to "VXELD." The added "D" will remain for 20 business days after which our trading symbol will revert back to "VXEL." When the reverse stock split becomes effective, every one hundred shares of our pre-split issued and outstanding common stock, par value 0.00001 per share, shall be automatically converted into one post-split share of our common stock, par value 0.0001 per share, and with a corresponding reduction of the number of shares of common stock we are authorized to issue and increase in par value. All fractional shares which would otherwise result from the reverse stock split will be rounded up. The new CUSIP number for our common stock following effectiveness of the reverse stock split will be 92849Y206. Immediately prior to the reverse stock split we will have 5,408,754,000 common shares issued and outstanding and we will have approximately 54,087,540 common shares issued and outstanding immediately after the reverse stock split. Following effectiveness of the Reverse Split, the price of the Company's common stock in the market should increase, initially, to reflect an adjustment for the Reverse Split ratio.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No. Description**

3.1 [Certificate of Amendment to the Articles of Incorporation of Vitaxel Group Limited filed with the Secretary of State of the State of Nevada on June 12, 2017.](#)

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**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.

Date: June 13, 2017

**VITAXEL GROUP LIMITED**

By: /s/ Leong Yee Ming  
Leong Yee Ming  
Chief Executive Officer

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\*090204\*



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20170253751-03</b>
	Filing Date and Time <b>06/09/2017 8:41 AM</b>
	Entity Number <b>E0556682013-0</b>

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Vitaxel Group Limited

2. The articles have been amended as follows: (provide article numbers, if available)

Article 4 of the Amended and Restated Articles of Incorporation of the Corporation have been amended as set forth in Exhibit A attached hereto and made a part hereof by this reference.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is:

4. Effective date and time of filing: (optional)    Date: June 12, 2017    Time: 4:00 pm EDT

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

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Signature of Officer

\* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State Amend Profit-After  
Revised: 1-5-15

**Exhibit A**

Article 4 of the Corporation's Amended and Restated Articles of Incorporation shall be amended and restated in its entirety to read the following:

**ARTICLE IV**  
**CAPITAL STOCK**

4.1 **Number of Authorized Shares: Par Value.** The Corporation is authorized to issue two classes of stock, to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares that the Corporation is authorized to issue is seventy-one million (71,000,000) shares, of which seventy million (70,000,00) shares shall be Common Stock, each having a par value of \$0.000001, and one million (1,000,000) shares shall be Preferred Stock, each having a par value of \$0.000001. As of the effective date of the filing of this Certificate of Amendment with the Nevada Secretary of State, (the "Effective Date"), the par value of the outstanding shares of Common Stock and Preferred Stock, without further action by the Corporation shall be increased to a value of \$0.0001. As of the Effective Date, the total number of shares that the Corporation is authorized to issue is seventy-one million (71,000,000) shares, of which seventy million (70,000,000) shares shall be Common Stock, each having a par value of \$0.0001, and one million (1,000,000) shares be Preferred Stock, each having a par value of \$0.0001.

4.2 **Preferred Stock.** The preferred stock may be issued at any time or from time to time, in any one or more series, and any such series shall be comprised of such number of shares and may have such voting powers, whole or limited, or not voting powers, and such designations, preferences and relative, participating, options or other special rights and qualifications, limitations or restrictions thereof, including liquidation preferences, as shall be stated and expressed in the resolution or resolutions of the board of directors of the Corporation (the "Board of Directors"), with the Board of Directors being hereby expressly vested with such power and authority to the full extent now or hereafter permitted by law.

4.3 No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

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