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**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): August 7, 2017**

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**Life Clips, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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**Wyoming**

(State or other jurisdiction of incorporation)

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**333-198828**

(Commission  
File Number)

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**46-2378100**

(IRS Employer  
Identification No.)

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

(Address of principal executive offices) (Zip Code)

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**(800) 292-8991**

(Registrant's telephone number, including area code)

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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 3.03 Material Modification to Rights of Security Holders.**

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

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

As disclosed on the Form 8-K filed by Life Clips, Inc. (the “Company”) on May 25, 2017, the Company recently amended its Articles of Incorporation to designate a newly created Series A Preferred Stock of the Company (the “Series A Stock”).

The Series A Stock originally had 100 votes on any matter submitted to the shareholders of the Company. Effective as of June 2, 2017, the Company amended its Articles of Incorporation by amending the Certificate of Designation for the Series A Stock to increase the number of votes that each share of Series A Stock has to 200 votes. Effective as of August 7, 2017, the Company again amended its Articles of Incorporation by amending the Certificate of Designation for the Series A Stock to increase the number of votes that each share of Series A Stock has to 400 votes.

The information set forth above is qualified in its entirety by reference to the actual terms of the Second Amended and Restated 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.**

| <u>Exhibit No.</u> | <u>Description of Exhibit</u>   |
|--------------------|---|
| 3.1*               | Second Amended and Restated Certificate of Designation of Preferences, Rights and Limitations of Series A Preferred Stock of Life Clips, Inc. |

\* Filed herewith.

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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.

**LIFE CLIPS, INC.**

Dated: August 9, 2017

*/s/ Victoria Rudman*

\_\_\_\_\_  
Victoria Rudman, Chief Financial Officer

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

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**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)

Ed Murray, WY Secretary of State  
 FILED: 08/07/2017 03:33 PM  
 Original ID: 2013-000640092  
 Amendment ID: 2017-002115734

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

1. Corporation name:

Life Clips, Inc.

2. Article number(s)

5 Section 5. Voting Rights

is amended as follows:

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 four hundred (400) votes on any matter submitted to a vote of the shareholders of the Corporation.

As attached on Exhibit 1 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

08/01/2017

(Date - mm/dd/yyyy)

Received  
 AUG - 2 2017  
 Secretary of State  
 Wyoming

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:   
*(May be executed by Chairman of Board, President or another of its officers.)*

Date: 08/01/2017  
*(mm/dd/yyyy)*

Print Name: Victoria Rudman

Contact Person: Victoria Rudman

Title: Chief Financial Officer

Daytime Phone Number: ~~307-242-8991~~ (800) 292-8991

Email: info@lifeclips.com

*(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.

EXHIBIT I

SECOND AMENDED AND RESTATED 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 four hundred (400) 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 1<sup>st</sup> day of August, 2017.

By:   
Name: Victoria Rudman  
Title: Chief Financial Officer



# RECEIPT



Secretary of State  
2020 Carey Avenue  
Cheyenne, WY 82002-0020

VICTORIA D RUDMAN  
500 S FEDERAL HWY UNIT 941  
HALLANDALE BEACH, FL 33008

## RECEIPT INFORMATION

Receipt #: 001254218  
Receipt Date: 08/07/2017  
Processed By: Jordyn Gray

**DO NOT PAY!**  
**This is not a bill.**

| Description of Charges                           | Reference      | Quantity | Unit Price | Total          |
|--|----------------|----------|------------|----------------|
| Common Amendment - Profit Corporation - Domestic | 2017-002115734 | 1        | \$50.00    | \$50.00        |
| <b>TOTAL CHARGES PAID</b>                        |                |          |            | <b>\$50.00</b> |

| Description of Payment      | Reference | Amount         |
|-----------------------------|-----------|----------------|
| Payment-Check / Money Order | 330       | \$50.00        |
| <b>TOTAL PAYMENT</b>        |           | <b>\$50.00</b> |

**In Reference To:**  
Life Clips, Inc. (2013-000640092); Amendment ID: 2017-002115734

PAD or Billing Questions?  
(307) 777-5343  
SOSAdminServices@wyo.gov