
**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 (date of earliest event reported): December 26, 2017

THE PULSE BEVERAGE CORPORATION

(Exact name of registrant as specified in its charter)

Nevada

(State or other
jurisdiction of incorporation)

000-53586

(Commission
File No.)

36-4691531

(IRS Employer
Identification No.)

11678 N. Huron Street
Northglenn, CO 80234

(Address of principal executive offices, including Zip Code)

Registrant's telephone number, including area code: (720) 382-5476

N/A

(Former name or former address if changed since last report)

Check 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 December 26, 2017, Registrant sold five (5) 'restricted' shares of its newly created Series B Preferred Stock to Robert E. Yates, its Chief Executive Officer and one of its two Directors, at a price of \$20.00 per share, for a total purchase price of \$100.00.

The transaction was authorized by the Board of Directors, and the Series B Preferred Shares were sold in reliance on an exemption from registration under the Securities Act of 1933, under Section 4(2) thereof, and were issued with a standard private placement legend. The proceeds will be used for working capital.

Each share of the Company's Series B Preferred stock is entitled to vote at all annual and special meetings of shareholders, and each one Series B Preferred Share is entitled to cast Ten Billion (10,000,000,000) votes on all matters which come before shareholders.

The effect of this transaction is to assure that Robert E Yates will hold sufficient shareholder votes to control the Corporation, even if the Corporation elects to issue substantial numbers of additional shares. In adopting the Board resolutions authorizing this transaction, the Board stated, "... it (is) critical to create a mechanism whereby control of the corporation be retained with existing management, while at the same time the Corporation be placed in a position to issue substantial additional shares in order to obtain additional capital for the corporation, and potentially in connection with one or more acquisitions which might occur."

The Corporation is not currently party to any binding definitive agreement to make an acquisition or to issue additional securities, other than what has been disclosed in previously filed reports.

Item 3.03 Material Modifications to Rights of Security Holders.

As a result of the creation of the Series B Preferred Stock, as described in Item 5.03 below, and the sale of all five Series B Preferred Shares thereby created to Robert E. Yates, as described in Item 3.02 above, Mr. Yates has now secured a controlling interest in the Corporation, and the other existing shareholders, even were they to vote their shares unanimously, represent a minority block of shareholders in the Corporation, and do not have to power to overrule decisions made by Mr. Yates with respect to the Corporation. As a result, this can be deemed an indirect, but material modification of the rights of other security holders. See Item 3.02 above.

Item 5.01 Changes in Control of Registrant.

As a result of the issuance and sale to Robert E. Yates, the Company's Chief Executive Officer, of five shares of the Company's Series B Preferred Stock on December 26, 2017 (see Item 3.02 above), Mr. Yates became the controlling shareholder of the Company.

The five shares of Series B Preferred Stock gives Mr. Yates the right to vote fifty billion votes (10,000,000,000 votes per Series B Share), on all matters submitted to the shareholders of the corporation for a vote. When Mr. Yates' Series B Shares are combined with the 300,000 shares of Series A Preferred Stock of the Company previously acquired by Mr. Yates, and the 4,211,333 common shares previously acquired by Mr. Yates, Mr. Yates holds an aggregate of 50,304,211,333 votes, out of a total of 51,205,980,026 votes entitled to be cast by all shareholders (based on 905,980,026 Common Shares outstanding as of December 22, 2017), or an aggregate of 98.24% of all such votes entitled to be cast by shareholders.

The shares of Series A Preferred Stock of the Company acquired by Mr. Yates, were acquired with personal funds, in the transaction described in Item 3.02 above.

Item 5.03 Amendments to Articles of Incorporation

The Articles of Incorporation of the Corporation give its Board of Directors the power to issue up to 1,000,000 shares of Preferred Stock, and to fix the rights, preferences and privileges of each class of preferred stock so created. No shareholder approval is required in connection with the creation of classes of preferred stock under this authority and the setting of the rights, preferences and privileges of such shares. 300,000 Series A Preferred Shares have previously been created under this authority and are outstanding, and 700,000 additional preferred shares remain authorized but have not been designated into a class and have not been issued.

Pursuant to this authority the Board of Directors acted on December 26, 2017, to create a new series of preferred stock, entitled Series B Preferred Stock. The Series B Preferred Stock consists of a class of five Series B shares, each of which is entitled to vote at all annual and special meetings of shareholders, and each one Series B Preferred Share is entitled to cast Ten Billion (10,000,000,000) votes on all matters which come before shareholders. The Certificate of Determination of Preferences for the new Series B Preferred Stock adopted by the Board of Directors sets out various other rights, preferences and privileges for the Series B Preferred Stock, and a copy of said Certificate of Determination of Preferences for the new Series B Preferred Stock is attached hereto as Exhibit A, and be this reference, incorporated herein.

Item 9.01 Exhibits.

[Exhibit 9.01 \(d\) Attached hereto is the Certificate of Determination of Preferences for the Corporation's Series B Preferred Stock, as adopt by its Board of Directors.](#)

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: December 26, 2017

THE PULSE BEVERAGE CORPORATION

By: /s/ Robert E. Yates

Robert E. Yates, Chief Executive Officer

EXHIBIT A
THE PULSE BEVERAGE CORPORATION
Series B Preferred Stock
Certificate of Determination of Preferences

1. **Designation and Amount.** The shares of such series shall be designed as "Series B Preferred Shares" (the "Series B Preferred Shares"), and the number of shares constituting such series shall be five (5) Series B Preferred Shares. The number of shares constituting such series may, unless prohibited by the Articles of Incorporation, be decreased by resolution of the Board of Directors; provided that no decrease shall reduce the number of Series B Preferred Shares to a number less than the number of shares then outstanding plus the number of shares issuable upon the exercise of outstanding options, rights or warrants or upon the conversion of any outstanding securities issued by the Corporation convertible into Series B Preferred Shares.
2. **Dividends and Distributions**
 - (i) The holders of Series B Preferred Shares, in preference to the holders of Common Shares, shall be entitled to receive, when, as and if declared by the Board of Directors out of funds legally available for the purpose, annual dividends payable in cash on the 31st day of December in each year (each such date being referred to herein as a "Dividend Payment Dates"), commencing on December 31, 2017 at the rate of \$0.01 per share per year.
 - (ii) Dividends which are not declared will not accrue. Dividends not declared will not cumulate. Accrued but unpaid dividends shall not bear interest. Dividends paid on the Series B Preferred Shares in an amount less than the total amount of such dividends at the time such dividends are declared and become payable shall be allocated pro rata on a share-by-share basis among all such shares outstanding at that time. The Board of Directors may fix a record date for the determination of holders of Series B Preferred Shares entitled to receive payment of a dividend or distribution declared thereon, which record date shall be not more than thirty (30) days prior to the date fixed for the payment thereof.
3. **Voting Rights.** Each Series B Preferred Share will entitle the holder thereof to Ten Billion (10,000,000,000) votes with respect to each one Series B Preferred Share held, on all matters submitted to a vote of the shareholders of the Corporation. Except as otherwise provided herein or in any other Certificate of Designation creating a series of Preferred Shares or by law, the holders of Series B Preferred Shares and the holders of Series A Preferred Shares, and the holders of Common Shares, and the holders of any other capital shares of the Corporation having general voting rights, shall vote together as one class on all matters submitted to a vote of the shareholders of the Corporation.
4. **Certain Restrictions**
 - (i) Whenever dividends declared or other distributions payable on the Series B Preferred Shares as provided herein are in arrears, thereafter and until all unpaid dividends and



distributions on Series B Preferred Shares outstanding shall have been paid in full, the Corporation shall not:

- (a) declare or pay dividends, or make any other distributions, on any shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B Preferred Shares;
 - (b) declare or pay dividends, or make any other distributions, on any shares of stock ranking on a parity (either as to dividends or upon liquidation, dissolution or winding up) with the Series B Preferred Shares, except dividends paid ratably on the Series B Preferred Shares and all such parity stock on which dividends are payable or in arrears in proportion to the total amounts to which the holders of all such shares are then entitled;
5. **Liquidation, Dissolution or Winding Up.** Upon any liquidation, dissolution or winding up of the Corporation, no distribution shall be made to the holders of shares of stock ranking junior (either as to dividends or upon liquidation, dissolution or winding up) to the Series B Preferred Shares unless, prior thereto, the holders of Series B Preferred Shares shall have received \$0.01 per share, plus an amount equal to declared and unpaid dividends and distributions thereon to the date of such payment.
6. **Conversion.** At any time, and at the option of the holder of the Series B Preferred Shares, each Series B Preferred Share will be convertible into one tenth of a share of this Corporation's common. In the event the Corporation shall at any time after December 31, 2017, declare or pay any dividend on Common Shares payable in Common Shares, or effect a subdivision or combination or consolidation of the outstanding Common Shares (by reclassification or otherwise) into a greater or lesser number of Common Shares, then in each such case the number of Common Shares issuable upon the conversion of the Series B Preferred Shares immediately prior to such event shall be adjusted by multiplying such number by a fraction, the numerator of which is the number of Common Shares outstanding immediately after such event and the denominator of which is the number of Common Shares that were outstanding immediately prior to such event.
7. **Consolidation, Merger, Exchange, etc.** In case the Corporation shall enter into any consolidation, merger, combination, statutory share exchange or other transaction in which the Common Shares are exchanged for or changed into other stock or securities, money and/or any other property, then in any such case the Series B Preferred Shares shall at the same time be similarly exchanged or changed into an amount per share equal to the aggregate amount of stock, securities, money and/or any other property (payable in kind), as the case may be, into which or for which each Common Share is changed or exchanged. In the event the Corporation shall at any time after December 31, 2017 declare or pay any dividend on Common Shares payable in Common Shares, or effect a subdivision or combination or consolidation of the outstanding Common Shares (by reclassification or otherwise) into a greater or lesser number of Common Shares, then in each such case the amount set forth in the preceding sentence with respect to the exchange or change of Series B Preferred Shares shall be adjusted by multiplying such amount by a fraction, the numerator of which is the number of Common Shares outstanding immediately after such event and the denominator of which is the number of Common Shares that were outstanding immediately prior to such event.

