

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): May 5, 2015

Realbiz Media Group, Inc.
(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

0-53359
(Commission File Number)

11-3820796
(I.R.S. Employer Identification No.)

2690 Weston Road, Suite 200
Weston, Florida 33331
(Address of principal executive offices zip code)

(954) 888-9779
(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 5.03. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 5, 2015, RealBiz Media Group, Inc. (the “Company”) filed a Certificate of Designations for Series C Preferred Stock (the “Certificate of Designations”) with the Secretary of State of the State of Delaware.

The shares of Series C Preferred Stock have a stated value of \$5.00 per share and rank, as to the payment of dividends and the distribution of the assets upon liquidation, dissolution or winding up of the Corporation: (a) senior to the Common Stock; (b) on parity with the Series A and Series B Convertible Preferred Stock; and (c) senior to or on parity with all other classes and series of the Corporation’s preferred stock. The Series C Preferred Stock accrues dividends at the rate of ten percent (10%) per annum, is convertible initially into the Company’s common stock at a conversion price of \$0.05 per share and votes as a single class on any matter presented to the holders of the Common Stock of the Company for their action or consideration at any meeting of stockholders. Each holder of Series C Stock is entitled to the number of votes equal to one hundred (100) votes for each share of Common Stock into which the Series C Stock could be converted. The Series C Stock is convertible, at the option of the holder, into a number of shares of common stock determined by dividing (i) the stated value by (ii) the conversion price then in effect (initially the conversion price is \$0.05).

The foregoing description of the Certificate of Designations does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Designations which is filed as Exhibits 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are being filed as part of this Report.

Exhibit Number	Description
3.1	Certificate of Designations of Series C Preferred Stock

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.

REALBIZ MEDIA GROUP, INC.

Date: May 8, 2015

By: /s/ William Kerby

Name: William Kerby

Title: Chief Executive Officer

CERTIFICATE OF DESIGNATION
of
SERIES C CONVERTIBLE PREFERRED STOCK

REALBIZ MEDIA GROUP, INC.

**(Pursuant to Section 151(g) of the
Delaware General Corporation Law)**

RealBiz Media Group, Inc., a corporation organized and existing under the laws of the State of Delaware (formerly known as “Webdigs, Inc.”) (the “Corporation”), hereby certifies, as of May 1, 2015, that the following resolution was duly adopted pursuant to a unanimous written consent of the Board of Directors of the Corporation, dated as of May 1, 2015, pursuant to Section 151(g) of the Delaware General Corporation Law:

RESOLVED, that pursuant to the authority vested in the Board of Directors (the “**Board of Directors**,” or the “**Board**”) of RealBiz Media Group, Inc. (the “**Corporation**”) by the Company’s Certificate of Incorporation, and in accordance with the Delaware General Corporation Law (the “**DGCL**”), Section 151, the Board of Directors hereby designates the terms of Series C Convertible Preferred Stock of the Corporation and hereby states the number of shares, and fixes the powers, designations, preferences and relative, participating, optional and other rights, and the qualifications, limitations and restrictions thereof, of such series of shares as follows:

1. Designation and Amount. The shares of such series shall be designated as “**Series C Convertible Preferred Stock**” (the “**Series C Stock**”) and the number of shares constituting the Series C Stock shall be 1,000,000. Such number of shares may be decreased by resolution of the Board of Directors adopted and filed pursuant to the DGCL, Section 151(g), or any successor provision; *provided*, that no such decrease shall reduce the number of authorized shares of Series C Stock to a number less than the number of shares then outstanding plus the number of shares reserved for issuance upon the exercise of outstanding options, warrants, convertible or exchangeable securities or other rights to acquire shares of Series A or Series B Stock.

2. Ranking. The Series C Stock shall rank, as to the payment of dividends and the distribution of the assets upon liquidation, dissolution or winding up of the Corporation: (a) senior to the Common Stock, (b) on parity with the Series A and Series B Convertible Preferred Stock and (c) senior to or on parity with all other classes and series of the Corporation’s preferred stock.

3. Stated Value and Par Value. The amount to be represented in stated value at all times for each share of Series C Stock shall be \$5.00 per share (the “**Stated Value**”) and the par value per share shall be \$.001.

4. Dividends. From and after the date of the issuance of any shares of Series C Stock, dividends at the rate of ten percent (10%) per annum shall accrue on the Stated Value of such shares of the Series C Stock (subject to appropriate adjustment in the event of any stock dividend, stock split, combination or other similar recapitalization with respect to the Preferred Stock) (the “Accruing Dividends”). The Accruing Dividends are only payable, when and if declared by the Board of Directors, on a quarterly basis on January 31, April 30, July 31 and October 31 of each calendar year. Accruing Dividends shall accrue from day to day, whether or not declared, or whether paid or not, and shall be cumulative. At the election of the Corporation, the Corporation may satisfy its obligations hereunder to pay dividends on the Series C Stock by issuing shares of Common Stock to the holders of Series C Stock on a uniform and prorated basis. In any such case, the number of shares required to satisfy dividend-payment obligations hereunder shall equal 120% of the quotient obtained by dividing the (i) the amount of dividend-payment obligations to be satisfied by (ii) the average trading price of the Common Stock on the ten (10) trading days immediately preceding the date on which the Corporation elects to satisfy dividend-payment obligations through the issuance of the shares of Common Stock, as reported by a nationally recognized organization. The Corporation shall notify the holders in writing within two days of any election by the Corporation to issue Common Stock in satisfaction of dividend-payment obligations hereunder.

5. Liquidation Preference.

a. In the event of (a) the sale, conveyance, exchange, exclusive license, lease or other disposition of all or substantially all of the intellectual property or assets of the Corporation, (b) any acquisition of the Corporation by means of a consolidation, stock exchange, stock sale, merger or other form of corporate reorganization of the Corporation with any other entity in which the Corporation's stockholders prior to the consolidation or merger own less than a majority of the voting securities of the surviving entity, or (c) the winding up or dissolution of the Corporation, whether voluntary or involuntary (each such event in clause (a), (b) or (c), a "**Liquidation Event**"), the Board shall determine in good faith the amount legally available for distribution to stockholders after taking into account the distribution of assets among, or payment thereof over to, creditors of the Corporation (the "**Net Assets Available for Distribution**"). The holders of the Series C Stock then outstanding shall be entitled to be paid out of the Net Assets Available for Distribution (or the consideration received in such transaction) before any payment or distribution shall be made to the holders of any class of preferred stock ranking junior to the Series C Stock or to the Common Stock, an amount for each share of Series C Stock equal to all accrued and unpaid Preferred Dividends plus the Stated Value, as adjusted (the "**Series C Liquidation Amount**"). A transaction shall not constitute a Liquidation Event if its sole purpose is (y) to change the state of the Corporation's incorporation or (z) to create a holding company that will have substantially similar series and classes of shares with the same terms as existed immediately prior to the transaction and be owned in the same proportions by the persons or entities who held this Corporation's securities immediately prior to such transaction, provided such transaction is approved by the Board. The holders of a majority of the shares of Series C Stock, voting as a single class on an as-converted basis, may vote to determine that any transaction listed above as a Liquidation Event shall not constitute a Liquidation Event for purpose of this Section 5.

b. If the Net Assets Available for Distribution to holders of shares of the Series C Stock upon such Liquidation Event shall be insufficient to pay the Series C Liquidation Amount to the holders of shares of the Series C Stock, then such Net Assets Available for Distribution shall be distributed among the holders of shares of the Series C Stock ratably in proportion to the respective amounts to which they otherwise would be entitled.

c. After distribution, if any, of proceeds to the holders of shares of Series C Stock pursuant to the foregoing, all remaining funds or other property of the Corporation, if any, shall be distributed *pro rata* among the holders of the Common Stock and the holders of all preferred stock of the Corporation on an as-if-converted basis.

d. Whenever any distribution provided for in this Section 5 shall be payable in securities or property other than cash, then the value of such distribution shall be the fair market value of such distribution as determined in good faith by the Board of Directors.

6. Voting.

a. General. Except as provided by law or by the other provisions of the Certificate of Incorporation, holders of Series C Stock shall vote together with holders of the Common Stock of the Corporation as a single class on any matter presented to the holders of the Common Stock the Corporation for their action or consideration at any meeting of stockholders of the Corporation (or by written consent of the stockholders in lieu of a meeting), and each holder of Series C Stock shall be entitled to the number of votes equal to one hundred (100) votes for each share of Common Stock into which the Series C Stock could be converted pursuant to the provision of Section 7.

b. Series C Stock Protective Provisions; Waivers. In addition to any other vote or consent required herein or by law, the vote or written consent of holders of at least a majority of the then-outstanding shares of Series C Stock, voting together as a single class on an as-converted basis, in the aggregate and given in writing or by vote at a meeting, shall be required for the Corporation to:

(i) amend, modify, add, repeal or waive any provision of this Certificate of Designation or otherwise take any action that modifies any powers, rights, preferences, privileges or restrictions of the Series C Stock; *provided*, that the Corporation may amend or restate this Certificate of Designation to correct any typographical, clerical or scrivener's error without any approval required from the holders of Series C Stock;

(ii) authorize, create or issue shares of any class of stock having rights, preferences or privileges superior or senior to the Series C Stock;

(iii) amend the Certificate of Incorporation of the Corporation in a manner that adversely and materially affects the rights of the Series C Stock; or

(iv) recapitalize, split, combine or reclassify any shares of capital stock of the Corporation.

In addition, the vote or written consent of holders of at least a majority of the then-outstanding shares of Series C Stock, voting together as a single class on an as-converted basis, in the aggregate and given in writing or by vote at a meeting, shall be required for any waiver of any of the protective provisions contained in subparagraphs (i) through (iv) above.

7. Conversion. Each share of Series C Stock shall be convertible at the option of the holder thereof at any time into a number of shares of Common Stock determined by dividing (i) the Stated Value by (ii) the Conversion Price then in effect. The initial conversion price for the Series C Stock (the "**Conversion Price**") shall be equal to \$0.05 per share. The Conversion Price from time to time in effect is subject to adjustment as hereinafter provided in Section 8 (the "**Adjustments**").

8. Adjustments.

a. Conversion Price. If at any time or from time to time after the date on which any Series C Stock is issued, the Corporation shall effect a subdivision of the outstanding shares of Common Stock into a greater number of shares of Common Stock (by stock split, reclassification or otherwise), or in the event the outstanding shares of Common Stock shall be combined or consolidated, by reclassification or otherwise, into a lesser number of shares of Common Stock, then the Conversion Price in effect immediately prior to such event shall, concurrently with the effectiveness of such event, be proportionately decreased or increased, as appropriate.

b. Reorganization, Reclassification, Consolidation, Merger or Sale. If at any time after the date on which any Series C Stock is issued, there is any reorganization, reclassification, consolidation, merger or sale of all or substantially all of the assets of the Corporation (other than a Liquidation Event), as part of such capital reorganization, provision shall be made so that (i) the holders of Series C Stock shall thereafter have the right to receive, upon conversion of such Series C Stock, the number of shares of stock or securities or property of the Corporation to which a holder of the number of shares of Common Stock deliverable upon conversion of such Series C Stock would have been entitled in connection with such capital reorganization if such holder had converted its Series C Stock immediately prior to such transaction, subject to adjustment in respect of such stock or securities by the terms thereof.

9. Mechanics of Conversion. In order to exercise the conversion privilege, a holder of Series C Stock shall surrender the certificate representing such Series C Stock to be converted, if any, to the Corporation at its principal office, accompanied by written notice to the Corporation that the holder elects to convert a specified portion or all of such shares. Series C Stock shall be deemed to have been converted on the day of surrender of the certificate representing such shares for conversion in accordance with the foregoing provisions, and at such time the rights of such holder of such shares of Series C Stock, as such holder, shall cease and such holder shall be treated for all purposes as the record holder of the Common Stock issuable upon conversion. As promptly as practicable on or after the conversion date, the Corporation shall issue and mail or deliver to such holder a certificate or certificates representing the number of shares of Common Stock issuable upon conversion, rounded down to the nearest full share, and a certificate or certificates for the balance of the Series C Stock surrendered, if any, not so converted into Common Stock. Notwithstanding the foregoing, in case of any Liquidation Event, unless the Corporation has received notice of election for conversion and the stock certificate or certificates prior to such time, such right of conversion for any holder of Series C Stock subject to such Liquidation Event shall cease and terminate at the close of business on the business day fixed for payment of the amount payable to such holders of the Series C Stock pursuant to this Certificate of Designation unless the Corporation shall thereafter default in the payment of the Series C Liquidation Amount, in which case the holder shall be entitled to conversion until such default is cured by the Corporation. No fractional shares of Common Stock will be issued by conversion of Series C Stock or payment of dividends. In lieu of any fractional shares to which the holder would be otherwise entitled, the Corporation will pay cash equal to such fraction multiplied by the then fair market value of a share of Common Stock as determined in good faith by the Board of Directors. For such purpose, all shares of Series C Stock held by each holder of Series C Stock shall be aggregated, and any resulting fractional share of Common Stock shall be paid in cash. To the extent permitted by law, the Board may in its discretion determine not to issue certificates representing Series C Stock.

10. Reservation of Stock Issuable Upon Conversion. The Corporation shall use its commercially reasonable best efforts at all times to reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of shares of Series C Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Series C Stock, and, if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of Series C Stock, the Corporation will use commercially reasonable best efforts to take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

11. Notice Regarding Conversion Price Adjustments. Upon any adjustment of the Conversion Price for the Series C Stock under Section 8, then and in each such case the Corporation shall give written notice thereof, by first-class mail, postage prepaid, addressed to the registered holders of the Series C Stock at the addresses of such holders as shown on the books of the Corporation, which notice shall state the Conversion Price resulting from such adjustment and the increase or decrease, if any, in the number of shares receivable at such price upon the conversion of the Series C Stock, setting forth in reasonable detail the method of calculation and the facts upon which such calculation is based.

12. Common Stock Defined. As used in this Certificate of Designations, the term “ **Common Stock** ” shall mean and include the Corporation’s presently authorized Common Stock and shall also include any capital stock of any class of the Corporation hereafter authorized which shall have the right to vote on all matters submitted to the stockholders of the Corporation and shall not be limited to a fixed sum or percentage in respect of the rights of the holders thereof to participate in dividends or in the distribution of assets upon the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation; *provided* that the shares receivable pursuant to conversion of the Series C Stock shall include shares designated as Common Stock of this Corporation as of the date of issuance of such Series C Stock.

13. Reacquired Shares. Any shares of Series C Stock converted, exchanged, redeemed, purchased or otherwise acquired by the Corporation in any manner whatsoever shall be retired and canceled promptly after the acquisition thereof. All such shares shall upon their cancellation become authorized but unissued shares of preferred stock without designation as to series and may be reissued as part of a new series of preferred stock to be created by resolution or resolutions of the Board of Directors as permitted by the Corporation’s Certificate of Incorporation or as otherwise permitted under Delaware law.

IN WITNESS WHEREOF , RealBiz Media Group, Inc. has caused this Certificate of Designation to be signed by the undersigned on this 5th day of May, 2015.

REALBIZ MEDIA GROUP, INC.

By: /s/ William Kerby
Name: William Kerby
Title: Chief Executive Officer