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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): April 24, 2019

**REZOLUTE, INC.**

(Name of registrant in its charter)

**Delaware**  
(State or jurisdiction  
of incorporation or  
organization)

**000-54495**  
(Commission File  
Number)

**27-3440894**  
(IRS Employer  
Identification No.)

201 Redwood Shores Pkwy, Suite 315, Redwood City, CA 94065  
(Address of principal executive offices)

650-206-4507  
(Registrant's telephone number)

(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 1.01 Entry into a Material Definitive Agreement.**

On April 26, 2019, (the “**Company**”, “**we**”, “**us**” and “**our**”) executed an amendment to the Plan (as defined below). The Plan Amendment (as defined below) increases the number of shares of common stock that the Company is authorized to issue under the Plan by 13,000,000 to 28,000,000 shares of common stock.

The foregoing description of the Plan Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Plan Amendment, a copy of which will be filed as an exhibit to our Form 10-Q for the quarter ended March 31, 2019.

**Item 3.02 Unregistered Sales of Equity Securities.**

As previously disclosed in our Current Report on Form 8-K filed with the United States Securities and Exchange Commission (the “**SEC**”) on January 11, 2019, we disclosed that on January 7, 2019 we entered into a Purchase Agreement with Handok, Inc. and Genexine, Inc. whereby subject to certain closing conditions, Handok, Inc. and Genexine, Inc. agreed to purchase Series AA Preferred Stock for aggregate gross proceeds to us of \$25,000,000 (each Purchaser paid \$12,500,000 to the Company). On January 30, 2019, we closed the Series AA Financing and issued 1,250,000 Series AA Preferred to each of Handok, Inc. and Genexine, Inc. pursuant to Section 4(a)(2) of the Securities Act of 1933, as amended (the “**Securities Act**”) at a purchase price of \$10.00 per share of Series AA Preferred Stock. In addition, because the Series AA Financing qualified as a “qualified financing” under certain of our outstanding senior secured notes, the outstanding principal and interest due thereunder was automatically converted into the Series AA Preferred Stock at a 20% discount. As a result of the closing of the Series AA Financing, the notes plus accrued interest of \$800,117 were automatically converted into 767,518 shares of Series AA Preferred Stock. The Series AA Preferred Stock was issued to the note holders pursuant to Section 4(a)(2) of the Securities Act.

Pursuant to the terms of the Certificate of Designation of Series AA Convertible Preferred Stock, the Series AA Preferred Stock automatically converts into shares of our common stock upon the amendment of our Certificate of Incorporation (the “**Certificate**”) to increase the number of shares of common stock authorized to at least 500,000,000 shares of common stock. As set forth in Item 5.07 below and incorporated by reference to this Item 3.02, On April 24, 2019, our stockholders approved an amendment to the Certificate to increase the authorized shares of common stock to 500,000,000. On April 26, 2019, we filed an amendment to the Certificate with the Delaware Secretary of State to effect the share increase. As a result, 3,267,518 shares of Series AA Preferred Stock were converted into 148,523,540 shares of common stock. The shares of common stock issued upon the conversion of the Series AA Preferred Stock were issued pursuant to Section 4(a)(2) of the Securities Act. We are currently working with our transfer agent to effect the issuance of the shares of common stock as soon as possible.

**Item 3.03 Material Modifications to Rights of Security Holders.**

The information set forth under Item 5.03 below is incorporated by reference in this Item 3.03.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

The information set forth under Item 1.01 is incorporated by reference in this Item 5.02.

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

On April 24, 2019, we held our 2018 annual meeting of stockholders. At the annual meeting, our stockholders approved certain proposals to amend the Certificate which had been approved by the our board of directors and submitted to the stockholders for approval and ratification. The principal changes to the Certificate as set forth in the Certificate of Amendment are as follows:

- Article 5 was amended to increase the authorized shares of common stock from 200,000,000 to 500,000,000 and to undesignate previously designated preferred stock to return them to the preferred stock pool.

A copy of the Certificate of Amendment is attached as Exhibit 3.1 hereto and is incorporated herein by reference. The foregoing summary of the Certificate of Amendment is qualified in its entirety by reference to the text of the exhibit. A more complete description of the foregoing amendments is set forth in the Company's definitive proxy statement on Schedule 14A filed with the SEC on April 4, 2019.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On April 24, 2019, the Company held its 2018 annual meeting of stockholders. At the annual meeting, stockholders voted on the matters disclosed in the Company's definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on April 4, 2019. Stockholders representing 125,242,875 or 59.44% of the outstanding shares of common stock were present in person or by proxy, representing a quorum for the purposes of the annual meeting. The final voting results for the matters submitted to a vote of stockholders were as follows:

**Proposal No. 1 - Election of Directors**

The Company's stockholders elected the persons listed below as directors until the Company's next annual meeting of stockholders or until their respective successors are duly elected and qualified:

	Votes Cast For	Votes Withheld	Abstentions	Broker Non-Votes
Nevan Elam	124,163,150	1,079,725	0	0
Young-Jin Kim	125,005,420	237,455	0	0
Young Chul Sung	125,005,420	237,455	0	0

**Proposal No. 2 - Ratification of Independent Registered Public Accounting Firm**

The Company's stockholders ratified the appointment of Plante Moran, PLLC (formerly EKS&H LLLP) as the Company's independent registered public accounting firm for fiscal 2019.

Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
125,078,377	164,098	4	0

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**Proposal No. 3 – Share Increase Proposal**

The Company's stockholders approved an amendment to the Certificate to increase the authorized shares of common stock from 200,000,000 to 500,000,000 shares of common stock.

Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
123,693,009	1,343,466	206,400	0

**Proposal No. 4 – Series A Proposal**

The Company's stockholders approved an amendment to the Certificate to undesignate all of the 15,000,000 shares of the Company's Series A preferred stock, none of which is currently outstanding, so that they return to the status of authorized but undesignated and unissued.

Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
125,090,546	151,929	400	0

**Proposal No. 5 – Adjournment Proposal**

The Company's stockholders authorized an adjournment of the annual meeting, if necessary, if a quorum is present, to solicit additional proxies if there are not sufficient votes in favor of the Share Increase Proposal and/or the Series A Proposal.

Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
123,651,555	1,590,920	400	0

**Proposal No. 6 – Plan Amendment Proposal**

The Company's stockholders approved an amendment (the "**Plan Amendment**") to the Company's 2016 Non-Qualified Stock Option Plan, as amended (the "**Plan**"), to increase the number of shares of the Company's common stock available for issuance thereunder by 13,000,000 shares of common stock resulting (if such increase is authorized by the stockholders) in the aggregate 28,000,000 shares authorized for issuance under the Plan.

Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
122,285,945	2,950,530	6,400	0

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits. The following Exhibits are furnished as part of this Current Report on Form 8-K.

<b>Exhibit No.</b>	<b>Description</b>
<a href="#">3.1</a>	<a href="#">Certificate of Amendment. as filed with the Secretary of State of the State of Delaware on April 26, 2019</a>

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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.

**REZOLUTE, INC.**

DATE: April 30, 2019

By: /s/ Keith Vendola  
Keith Vendola  
Chief Financial Officer

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Exhibit Index

**EXHIBIT      DESCRIPTION**

3.1            Certificate of Amendment, as filed with the Secretary of State of the State of Delaware on April 26, 2019

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# Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "REZOLUTE, INC.", FILED IN THIS OFFICE ON THE TWENTY-SIXTH DAY OF APRIL, A.D. 2019, AT 2:24 O`CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



5268822 8100  
SR# 20193242825

You may verify this certificate online at [corp.delaware.gov/authver.shtml](http://corp.delaware.gov/authver.shtml)

A handwritten signature in black ink, appearing to read "JBULLOCK", is written over a horizontal line. Below the line, the text "Jeffrey W. Bullock, Secretary of State" is printed in a small font.

Authentication: 202722514  
Date: 04-26-19

**CERTIFICATE OF AMENDMENT OF CERTIFICATE OF INCORPORATION  
OF REZOLUTE, INC.**

**REZOLUTE, INC.** (the "**Corporation**"), a corporation organized and existing under the General Corporation Law of the State of Delaware, hereby certifies as follows:

1. This Certificate of Amendment (the "**Certificate of Amendment**") amends the provisions of the Corporation's Certificate of Incorporation filed with the Secretary of State on January 2, 2013 (the "**Certificate of Incorporation**").
2. Article 5 of the Certificate of Incorporation is hereby amended and restated in its entirety as follows:

The total number of shares of stock which the Corporation is authorized to issue is Five hundred and twenty million (520,000,000). Five hundred million (500,000,000) shares shall be common stock, par value \$0.001 per share, and twenty million shares (20,000,000) shall be preferred stock, par value \$0.001 per share. Fifteen million shares of preferred stock previously designated as Series A Preferred shall be undesignated and are hereby returned to the authorized but unissued preferred stock pool. The Board of Directors shall, by resolution and amendment to this Certificate of Incorporation and without further approval of the stockholders of the Corporation, prescribe the classes, series and the number of each class or series of such preferred stock and the voting powers, designations, preferences, limitations, restrictions and relative rights of each such class or series.

3. This amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and the Corporation's Bylaws by unanimous written consent of the Board of Directors.
4. All other provisions of the Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being the Chief Financial Officer of the Corporation, has caused this Certificate of Amendment to be signed on this 26<sup>th</sup> day of April, 2019.

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**REZOLUTE, INC.**

By:   
Name: Keith Vendola  
Title: Chief Financial Officer