

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): **August 13, 2024**

TOUGHBUILT INDUSTRIES, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-38739

(Commission File Number)

46-0820877

(IRS Employer
Identification No.)

**8669 Research Drive
Irvine, CA**

(Address of principal executive offices)

92618

(Zip Code)

(949) 528-3100

(Registrant's telephone number, including area code)

N/A

(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.0001 per share	TBLT	Nasdaq Capital Market

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. ☐

Item 3.03. Material Modification to Rights of Security Holders.

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

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

Series I Preferred Stock

On August 13, 2024, the board of directors (the "Board") of ToughBuilt Industries, Inc. a Nevada corporation (the "Company"), declared the formation of and approved the issuance of an aggregate of 100 shares of Series I Preferred Stock, par value \$0.0001 per share ("Series I").

On August 26, 2024, the Company filed a certificate of designation (the "Certificate of Designation") with the Nevada Secretary of State therein establishing the Series I Preferred Stock and describing the rights, obligations and privileges of the Series I Preferred Stock. Concurrently, the Company issued the 100 shares of Series I on the same date, in book-entry form. The following description of the Series I Preferred Stock does not purport to be complete and is qualified in its entirety by reference to the Certificate of Designation, which is filed as Exhibit 3.1 to this Current Report and is incorporated herein by reference.

General. The Series I consists of 100 shares. Each share of Series I has a par value of \$0.0001 per share. The Series I is not convertible into, or exchangeable for, shares of any other class or series of stock or other securities of the Company. The Series I has no stated maturity and is not subject to any sinking fund.

Dividend Rights. The holders of Series I, as such, will not be entitled to receive dividends of any kind.

Voting Rights. Each holder of Series I has full voting rights and powers equal to the voting rights and powers of holders of common stock, and for so long as Series I is issued and outstanding, the holders of Series I shall vote together as a single class with the holders of the Company's common stock and the holders of any other class or series of shares entitled to vote with the common stock, with the holders of Series I being entitled to 51% of the total votes on all such matters regardless of the actual number of shares of

Series I then outstanding, and the holders of common stock and any other shares entitled to vote being entitled to their proportional share of the remaining 49% of the total votes based on their respective voting power.

Liquidation Preference. The holders of Series I shall not be entitled to receive any distributions in the event of any liquidation, dissolution or winding up of the Company.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
3.1	Certificate of Designation of the Series I Preferred Stock of ToughBuilt Industries, Inc., dated August 26, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

ToughBuilt Industries, Inc.

Date: September 13, 2024

By: /s/ Martin Galstyan
Name: Martin Galstyan
Title: Chief Financial Officer

TOUGHBUILT INDUSTRIES, INC.

**CERTIFICATE OF DESIGNATION
OF
SERIES I PREFERRED STOCK**

Pursuant to Section 78.1955 of the
Nevada Revised Statutes

THE UNDERSIGNED, Michael Panosian, does hereby certify, on behalf of ToughBuilt Industries, Inc., a Nevada corporation (the “**Corporation**”), that the following resolution was duly adopted by the board of directors of the Corporation (the “**Board**”) duly called for and held on August 13, 2024, which resolution provides for the creation of a series of the Corporation’s Preferred Stock which is designated as “**Series I Preferred Stock**,” with the rights, powers, and preferences, and the qualifications, limitations, and restrictions thereof, set forth therein.

WHEREAS, the Amended and Restated Articles of Incorporation of the Corporation, as amended (the “**Articles of Incorporation**”), provides for a class of capital stock of the Corporation known as preferred stock, consisting of Five Million (5,000,000) shares, par value \$0.0001 per share (the “**Preferred Stock**”), issuable from time to time in one or more series, and further provides that the Board is expressly authorized, subject to limitations prescribed by law, to provide for the issuance of the shares of Preferred Stock in one or more series, and by filing a certificate of designation pursuant to the Nevada Revised Statutes, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers (including voting powers), preferences, and rights of each such Series Ind the qualifications, limitations, or restrictions thereof.

NOW, THEREFORE, BE IT RESOLVED, that effective as of August 26, 2024, pursuant to authority conferred upon the Board by the Articles of Incorporation, (i) a series of Preferred Stock be, and hereby is, authorized by the Board, (ii) the Board hereby authorizes the issuance of One Hundred (100) shares of Series I Preferred Stock, and (iii) the Board hereby fixes the designations, powers, preferences, and rights, and the qualifications, limitations, or restrictions thereof, of such shares of Preferred Stock, in addition to any provisions set forth in the Articles of Incorporation that are applicable to all series of the Preferred Stock, as follows:

TERMS OF PREFERRED STOCK

1. **Designation, Amount and Par Value.** The series of Preferred Stock created hereby shall be designated as the Series I Preferred Stock (the “**Series I Preferred Stock**”), and the number of shares so designated shall be One Hundred (100). Each share of Series I Preferred Stock shall have a par value of \$0.0001 per share.

2. **Dividends.** The holders of Series I Preferred Stock, as such, shall not be entitled to receive dividends of any kind.

3. **Conversion into Common Stock.** The holders of the shares of the Series I Preferred Stock shall not be entitled to convert any shares of Series I Preferred Stock into the Company’s Common Stock at any time.

4. **Voting Rights.** Except as otherwise provided herein or by law and in addition to any right to vote as a separate class of Preferred Stock provided by law, the holder of the Series I Preferred Stock shall have full voting rights and powers equal to the voting rights and powers of holders of Common Stock and shall be entitled to notice of any shareholders meeting in accordance with the bylaws of the Corporation, and shall be entitled to vote, with respect to any question upon which holders of Common Stock have the right to vote, including, without limitation, the right to vote for the election of directors, voting together with the holders of Common Stock as one class. For so long as Series I Preferred Stock is issued and outstanding, the holders of Series I Preferred Stock shall vote together as a single class with the holders of the Corporation’s Common Stock and the holders of any other class or series of shares entitled to vote with the Common Stock, with the holders of Series I Preferred Stock being entitled to 51% of the total votes on all such matters regardless of the actual number of shares of Series I Preferred Stock then outstanding, and the holders of Common Stock and any other shares entitled to vote being entitled to their proportional share of the remaining 49% of the total votes based on their respective voting power.

4. **Liquidation Preference.** The holders of Series I Preferred Stock shall not be entitled to receive any distributions in the event of any liquidation, dissolution or winding up of the Corporation, either voluntary or involuntary.

5. **Other Preferences.** The shares of the Series I Preferred Stock shall have no other preferences, rights, restrictions, or qualifications, except as otherwise provided by law or the Articles of Incorporation of the Corporation.

6. **No Impairment.** The Corporation will not, either by amendment of its Articles of Incorporation or by amendment to the Certificate of Designation of the Rights, Privileges, Preferences and Restrictions of Series I Preferred Stock, or by resolutions adopted subsequent to the date hereof, or through any reorganization, transfer of assets, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms to be observed or performed hereunder by the Corporation, but will at all times in good faith assist in the carrying out of all the provisions of this Paragraph 6, and in the taking of all such actions as may be necessary or appropriate in order to protect against the impairment of the rights of holders of the Series I Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Designation of Series I Preferred Stock to be duly executed by the undersigned duly authorized officer as of this 26th day of August 2024.

TOUGHBUILT INDUSTRIES, INC.

By: /s/ Michael Panosian

Name: Michael Panosian

Title: Chief Executive Officer, President and Chairman of
the Board of Directors
