

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): **October 6, 2022**

**TOUGHBUILT INDUSTRIES, INC.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b> (State or other jurisdiction of incorporation)	<b>001-38739</b> (Commission File Number)	<b>46-0820877</b> (IRS Employer Identification No.)
<b>8669 Research Drive</b> <b>Irvine, CA</b> (Address of principal executive offices)		<b>92618</b> (Zip Code)
	<b>(949) 528-3100</b> (Registrant's telephone number, including area code)	
	<b>N/A</b> (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
Series A Warrants	TBLTW	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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On October 6, 2022, the Board of Directors of ToughBuilt Industries, Inc., a Nevada corporation (the "Company"), approved the amendment to amended and restated bylaws of the Company (the "A&R Bylaws"), which amends the stockholder quorum requirements of the A&R Bylaws.

Article II, Section 2.6 of the original A&R Bylaws provided, in part, that the holders of a majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of the stockholders for all purposes. In contrast, Article II, Section 2.6 of the amended A&R Bylaws provides that at any meeting of the stockholders, the holders of thirty-three and one-third percent (33 1/3%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum of the stockholders for all purposes.

The description of Article II, Section 2.6 set forth above is qualified in its entirety by reference to the full and complete amendment to the A&R Bylaws, a copy of which is attached hereto as Exhibit 3.1 and incorporated therein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
<b>3.1</b>	<u>Amendment to Amended and Restated Bylaws of ToughBuilt Industries, Inc., effective as of October 6, 2022</u>

SIGNATURE

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: October 7, 2022

By: /s/ Martin Galstyan

Name: Martin Galstyan

Title: Chief Financial Officer

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**AMENDMENT TO  
AMENDED AND RESTATED BYLAWS  
OF TOUGHBUILT INDUSTRIES, INC.**

The Amended and Restated Bylaws, as amended (the “*Bylaws*”), of ToughBuilt Industries, Inc., a Nevada corporation (the “*Company*”), are hereby amended as follows, effective as of October 6, 2022.

1. Section 2.6 of the Bylaws is hereby amended and restated in its entirety to read as follows:

“**Section 2.6. Quorum.** At all meetings of the Corporation’s stockholders, the presence in person, by remote communication or proxy of the holders of not less than 33-1/3 percent of the shares issued and outstanding and entitled to vote shall be necessary and sufficient to constitute a quorum for the transaction of business except as otherwise provided by law, by the Articles of Incorporation or by these Bylaws. If, however, such quorum shall not be present or represented at any meeting of the stockholders, the stockholders entitled to vote thereat, present in person or represented by proxy, shall have the power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum shall be present or represented. If the adjournment is for more than 30 days, or if after the adjournment a new record date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified.”

2. Except as specifically amended herein, the Bylaws shall remain unchanged and in full force and effect.

The undersigned hereby certifies that he is the duly elected, qualified, and acting Secretary of ToughBuilt Industries, Inc., a Nevada corporation, and that the foregoing Amendment to the Amended and Restated Bylaws constitutes the entire amendment to the Amended and Restated Bylaws, as amended, as duly adopted by the Board of Directors on October 6, 2022.

Executed on October 6, 2022.

/s/ *Michael Panosian*

Michael Panosian

Secretary

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