

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): **January 24, 2024**

TOUGHBUILT INDUSTRIES, INC.
(Exact name of registrant as specified in its charter)

<u>Nevada</u> (State or other jurisdiction of incorporation)	<u>001-38739</u> (Commission File Number)	<u>46-0820877</u> (IRS Employer Identification No.)
<u>8669 Research Drive, Irvine, CA</u> (Address of principal executive offices)		<u>92618</u> (Zip Code)

Registrant's telephone number, including area code: **(949) 528-3100**

None
(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))

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. ☐

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	TBLT	The Nasdaq Stock Exchange, LLC

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

As previously disclosed by ToughBuilt Industries, Inc., a Nevada corporation (the “Company”), on a Current Report on Form 8-K filed on December 26, 2023, the Company filed a Certificate of Amendment to the Company’s Amended and Restated Articles of Incorporation, as amended (the “Certificate of Amendment”), with the Secretary of State of Nevada on December 21, 2023 to effect a 1-for-65 reverse stock split of the shares of the Company’s common stock, par value \$0.0001 per share (the “Common Stock”), issued and outstanding, effective as of 4:30 p.m. (New York time) on January 1, 2024, (the “Reverse Stock Split”). The Common Stock began trading on a reverse stock split-adjusted basis on The Nasdaq Capital Market on January 2, 2024.

On January 24, 2024, the Company filed a Certificate of Correction (the “Certificate of Correction”) with the Secretary of State of the State of Nevada to correct a typographical error in the Amendment to clarify that the authorized number and par value of the Company’s Common Stock were not affected by the Reverse Stock Split.

The above description of Certificate of Correction is a summary of the text of the Certificate of Correction, and does not purport to be complete and is qualified in its entirety by reference to the Certificate of Correction which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Exhibit No.	Description
3.2 104	Certificate of Correction, dated January 24, 2024, to the Certificate of Amendment of the ToughBuilt Industries, Inc. Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: January 29, 2024

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

FRANCISCO V. AGUILAR
Secretary of State

DEPUTY BAKKEDAHL
*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

*Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7138

North Las Vegas City Hall
2250 Las Vegas Blvd North, Suite 400
North Las Vegas, NV 89030
Telephone (702) 486-2880
Fax (702) 486-2888*

Business Entity - Filing Acknowledgement

01/24/2024

Work Order Item Number: W2024012400418-3415885
Filing Number: 20243775609
Filing Type: Certificate of Correction
Filing Date/Time: 1/24/2024 8:27:00 AM
Filing Page(s): 1

Indexed Entity Information:

Entity ID: E0199732012-3

Entity Name: TOUGHBUILT
INDUSTRIES, INC.

Entity Status: Active

Expiration Date: None

Commercial Registered Agent

EASTBIZ.COM, INC.

5348 VEGAS DRIVE, Las Vegas, NV 89108, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink, appearing to read "FV Aguilar".

FRANCISCO V. AGUILAR
Secretary of State



FRANCISCO V. AGUILAR
Secretary of State
401 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Filed in the Office of	Business Number
<i>FV Aguilar</i>	E0199732012-3
Secretary of State	Filing Number
State Of Nevada	20243775609
	Filed On
	1/24/2024 8:27:00 AM
	Number of Pages
	1

Certificate of Correction


NRS 78, 78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 and 92A

(Only one document may be corrected per certificate.)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

INSTRUCTIONS:

1. Enter the current name as on file with the Nevada Secretary of State and enter the Entity or Nevada Business Identification Number (NVID).
2. Name of document with inaccuracy or defect.
3. Filing date of document with inaccuracy or defect.
4. Brief description of inaccuracy or defect.
5. Correction of inaccuracy or defect.
6. Must be signed by Authorized Signer. Form will be returned if unsigned.

1. Entity Information:	Name of entity as on file with the Nevada Secretary of State: <input type="text" value="ToughBuilt Industries, Inc."/> Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV20121228846"/>
2. Document:	Name of document with inaccuracy or defect: <input type="text" value="Certificate of Amendment to Articles of Incorporation"/>
3. Filing Date:	Filing date of document which correction is being made: <input type="text" value="12/21/2023"/>
4. Description:	Description of inaccuracy or defect: <input type="text" value="Last sentence of amended Article 3 of the Articles of Incorporation (Annex A) incorrectly stated, 'The Reverse Stock Split shall have effect on the authorized number or par value of the capital stock of the Corporation.'"/>
5. Correction:	Correction of inaccuracy or defect: <input type="text" value="Last sentene of amended Article 3 of the Articles of Incorporation (Annex A) should be replaced by 'The Reverse Stock Split shall have no effect on the authorized number or par value of the capital stock of the Corporation.'"/>
6. Signature: (Required)	<div><div>X </div><div>Signature</div><div><input type="text" value="01/23/2024"/> Date</div></div>

This form must be accompanied by appropriate fees.