
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): November 7, 2016

QS Energy, Inc.

(Exact Name of Registrant as Specified in Charter)

Nevada

(State or other jurisdiction
of incorporation)

0-29185

(Commission File Number)

52-2088326

(IRS Employer
Identification No.)

5266 Hollister Avenue, Suite 219
Santa Barbara, California

(Address of principal executive offices)

93111

(Zip Code)

Registrant's telephone number, including area code: (805) 845-3581

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

On November 7, 2016, the Board of Directors of QS Energy, Inc. (“QS Energy”) unanimously approved amending Article 3, Section 2 of the Amended and Restated ByLaws (as amended and restated to date, the “ByLaws”), effective immediately, to classify the Directorships of the Board of Directors into three separate classes, to be elected to staggered three year terms. As amended, the classified structure of the Board shall help ensure long term balance, experience, and continuity on the Board of Directors.

On November 10, 2016, the Board of Directors of QS Energy, by unanimous written consent, approved amendments to Article 2, Sections 1 and 11 of the ByLaws, effective immediately, to permit QS Energy to hold its stockholder meetings exclusively by remote means, including without limitation via webcast or webinar. As amended, the ByLaws facilitate the ability of QS Energy to offer convenient access to all stockholders to attend and participate in stockholder meetings.

A copy of the amended sections of the ByLaws is attached hereto as Exhibit 3.2. The foregoing descriptions of the amendments to the Amended and Restated ByLaws are qualified in their entirety by reference to the full text thereof. For avoidance of doubt, with the exception of the above Sections, the Amended and Restated ByLaws remain unchanged and in full force and effect.

Item 8.01 Other Events

On November 7, 2016, the whole Board of Directors of QS Energy unanimously approved, pursuant to Article 3, Section 2 of the ByLaws, fixing the number of Directors of QS Energy at six (6).

On November 10, 2016, the Board of Directors of QS Energy, by unanimous written consent, in furtherance of the decision by the Board of Directors to fix the number of Directors at six (6) and to provide for three classes of Directors, classified the current Directors of the Company as follows:

- Class I: Charles Blum
Nathan Shelton

- Class II: Thomas Bundros
Don Dickson

- Class III: Mark Stubbs
Gregg Bigger

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

The following exhibit is filed herewith:

<u>Exhibit Number</u>	<u>Description</u>
3.2	Amendments to the Amended and Restated Bylaws of QS Energy, Inc.

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.

Date: November 14, 2016

QS ENERGY, INC.

By: /s/ Gregory Bigger

Name: Gregory Bigger

Title: Chief Executive Officer

**AMENDMENTS TO THE
AMENDED AND RESTATED BYLAWS
OF
QS ENERGY, INC.
a Nevada Corporation**

ARTICLE 3, SECTION 2:

“SECTION 2. The number of Directors which shall constitute the whole board shall be not less than one (1) and not more than eight (8). The number of Directors may from time to time be increased or decreased to not less than one (1) nor more than eight (8) by action of the whole Board of Directors.

There shall be staggered terms of office for Directors so that one-third of the Directors shall be up for election each year (or if the number does not evenly divide by third, the board shall be divided as close to thirds as possible). The system for staggered terms of office shall be implemented as follows: At the next shareholder meeting following the adoption of this Article 3, Section 2, Directors shall be elected to each of Class I, Class II, and Class III and designated to serve one, two, or three year terms, respectively. Thereafter, the term of officer of each Director shall be three years. Each Director elected shall hold office within his or her class until his or her successor is elected and qualified, or until his or her earlier resignation or removal. Directors need not be stockholders.”

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS, NOVEMBER 7, 2016.

ARTICLE 2, SECTION 1:

“SECTION 1. All annual meetings of the stockholders shall be held at the registered office of the corporation or at such other place within or without the State of Nevada as the Directors shall determine or through exclusively virtual or remote means, including without limitation via webcast or webinar. Special meetings of the stockholders may be held at such time and place within or without the State of Nevada or through exclusively virtual or remote means, including without limitation via webcast or webinar, as shall be stated in the notice of the meeting, or in a duly executed waiver of notice thereof.”

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS, NOVEMBER 10, 2016.

ARTICLE 2, SECTION 11:

“SECTION 11. Stockholders may participate in a meeting of the stockholders by means of a telephone conference, webinar, webcast or similar method of remote or virtual communication by which all individuals participating in the meeting can hear each other. A meeting of the stockholders may be held exclusively by such remote or virtual means. Participation in a meeting pursuant to this Section 11 constitutes presence in person at the meeting.”

APPROVED AND ADOPTED BY THE BOARD OF DIRECTORS, NOVEMBER 10, 2016.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the Secretary of QS Energy, Inc., a Nevada corporation (the "Corporation");
2. That the foregoing amendment to Article 3 of the Amended and Restated Bylaws of QS Energy, Inc., was duly adopted and approved at a meeting of the Board of Directors duly held on November 7, 2016, at the offices of the Corporation, located at 5266 Hollister Avenue, Suite 219, Santa Barbara, California 93111;
3. That the foregoing amendments to Article 2 of the Amended and Restated Bylaws of QS Energy, Inc., were duly adopted and approved by the unanimous written consent of the Board of Directors on November 10, 2016; and
4. With the exception of the foregoing amendments, the Amended and Restated ByLaws of QS Energy, Inc. remain unchanged and in full force and effect.

IN WITNESS WHEREOF, I have signed my name as of November 14, 2016.

/s/ Katrina Foreman
Katrina Foreman, Secretary