
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 10, 2017

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.) |
|---|-------------------------------------|--|

| | |
|---|---------------------|
| 23902 FM 2978 Tomball, Texas (Address of principal executive offices) | 77375 (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))

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 (Amendment to Articles of Incorporation or Bylaws)

On October 10, 2017, Registrant filed a Certificate of Amendment to Registrant's Articles of Incorporation with the Nevada Secretary of State to increase Registrant's authorized shares of common stock from 300 million to 500 million and to create a new class of preferred stock and authorize the Registrant to issue up to 100 million shares of preferred stock. The amendment is effective as of the date of filing. A copy of Registrant's Certificate of Amendment is filed herewith as Exhibit 3(i).

Item 9.01 (Financial Statements and Exhibits)

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description of Exhibit</u> |
|-----------------------|--|
| 3(i) | <u>Certificate of Amendment to Articles of Incorporation</u> |

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: October 11, 2017

QS ENERGY, INC.

By: /s/ Michael McMullen

Name: Michael McMullen

Title: CFO

BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Certificate of Amendment
(PURSUANT TO NRS 78.385 and 78.390)

| | |
|-------------------------|----------------------|
| Filed in the office of | Document Number |
| /s/ Barbara K. Cegavske | 20170430300-10.... |
| Barbara K. Cegavske | Filing Date and Time |
| Secretary of State | 10/10/2017 1:27 PM |
| State of Nevada | Entity Number |
| | E0080042014-0 |

Certificate of Amendment to Articles of Incorporation
For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of Corporation:

QS ENERGY, INC.

2. The articles have been amended as follows: (provide article numbers, if available)

Article 4 [Capital Stock]

This corporation is authorized to issue two (2) classes of stock, designated "Common Capital Shares" and "Preferred Capital Shares." The corporation shall have authority to issue an aggregate of Five Hundred Million (500,000,000) Common Capital Shares, par value one mill (\$0.001) per share for total par value of Five Hundred Thousand Dollars (\$500,000). The corporation shall have authority to issue an aggregate of One Hundred Million (100,000,000) Preferred Capital Shares, with such rights and on such terms as the Board may decide, par value one mill (\$0.001) per share for total par value of One Hundred Thousand Dollars (\$100,000).

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 53.47%

4. Effective date and time of filing: Date: Time:

5. Signature:

X


Signature of Officer

* If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.