

**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): February 14, 2025

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: (775) 300-7647

(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))

Securities registered pursuant to Section 12(b) of the Exchange Act: None.

Title of each Class	Trading Symbol	Name of each exchange on which registered
N/A	N/A	N/A

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 February 14, 2025, 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 500 million to 750 million. The amendment is effective as of the date of filing. A copy of Registrant’s Certificate of Amendment is filed herewith as Exhibit 3.1(20).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description of Exhibit
3.1(20)	Certificate of Amendment to Articles of Incorporation
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.

Date: February 19, 2025

QS ENERGY, INC.

By: /s/ Cecil Bond Kyte

Name: Cecil Bond Kyte

Title: CEO and CFO

12:32:47 p.m. 02-14-2025 3 7753225623 02/14/2025 13:21 7753225623 DocuSign Envelope ID: 1BCF2D35-C0D1-4D5C-B091-3392EE69BE99	NEVADA AGE	<table border="1" style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 50%;">Filed in the Office of</td> <td style="width: 50%;">Business Number</td> </tr> <tr> <td style="width: 50%;">C3325-1998</td> <td style="width: 50%;">C3325-1998</td> </tr> <tr> <td style="width: 50%;">Filing Number</td> <td style="width: 50%;">Filing Number</td> </tr> <tr> <td style="width: 50%;">20254673646</td> <td style="width: 50%;">20254673646</td> </tr> <tr> <td style="width: 50%;">Filed On</td> <td style="width: 50%;">Filed On</td> </tr> <tr> <td style="width: 50%;">2/14/2025 12:32:00 PM</td> <td style="width: 50%;">2/14/2025 12:32:00 PM</td> </tr> <tr> <td style="width: 50%;">Number of Pages</td> <td style="width: 50%;">Number of Pages</td> </tr> <tr> <td style="width: 50%;">2</td> <td style="width: 50%;">2</td> </tr> </table>	Filed in the Office of	Business Number	C3325-1998	C3325-1998	Filing Number	Filing Number	20254673646	20254673646	Filed On	Filed On	2/14/2025 12:32:00 PM	2/14/2025 12:32:00 PM	Number of Pages	Number of Pages	2	2
Filed in the Office of	Business Number																	
C3325-1998	C3325-1998																	
Filing Number	Filing Number																	
20254673646	20254673646																	
Filed On	Filed On																	
2/14/2025 12:32:00 PM	2/14/2025 12:32:00 PM																	
Number of Pages	Number of Pages																	
2	2																	

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

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

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

1. Entity Information: 2. Restated or Amended and Restated Articles: (Select one) (If amending and restating only, complete section 1, 2, 3, 5 and 6) 3. Type of Amendment Filing Being Completed: (Select only one box) (If amending, complete section 1, 3, 5 and 6.)	Name of entity as on file with the Nevada Secretary of State: <div style="border: 1px solid black; padding: 2px;">QS ENERGY, INC.</div> Entity or Nevada Business Identification Number (NVID): <div style="border: 1px solid black; padding: 2px;">NV19981147437</div> <input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <div style="border: 1px solid black; width: 100px; height: 15px;"></div> The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles * Restated or Amended and Restated Articles must be included with this filing type. <input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) 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: 70.59% Or <input type="checkbox"/> No action by stockholders is required, name change only. <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: <div style="border: 1px solid black; width: 200px; height: 15px;"></div> Jurisdiction of formation: <div style="border: 1px solid black; width: 150px; height: 15px;"></div> Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ * Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.
--	---

This form must be accompanied by appropriate fees.

Page 1 of 2
Revised: 9/1/2023

02/14/2025 13:21 7753225623

NEVADA AGENCY

PAGE 04/04

DocuSign Envelope ID: 1BCF2D35-CDD1-4D5C-B091-3382EE69BE99



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

Profit Corporation:									
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)									
Certificate to Accompany Restated Articles or Amended and Restated Articles (PURSUANT TO NRS 78.403)									
Officer's Statement (PURSUANT TO NRS 80.030)									
4. Effective Date and Time: (Optional)	Date: _____ Time: _____ (must not be later than 90 days after the certificate is filed)								
5. Information Being Changed: (Domestic corporations only)	Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> The registered agent has been changed. (attach Certificate of Acceptance from new registered agent) <input type="checkbox"/> The purpose of the entity has been amended. <input checked="" type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> The directors, managers or general partners have been amended. <input type="checkbox"/> IRS tax language has been added. <input type="checkbox"/> Articles have been added. <input type="checkbox"/> Articles have been deleted. <input type="checkbox"/> Other. The articles have been amended as follows: (provide article numbers, if available) The entity should be authorized to issue 750,000,000 (seven hundred... cont (attach additional page(s) if necessary)								
6. Signature: (Required)	<table border="0"><tr><td>X </td><td>CEO</td></tr><tr><td>Signature of Officer or Authorized Signer</td><td>Title</td></tr><tr><td>X _____</td><td></td></tr><tr><td>Signature of Officer or Authorized Signer</td><td>Title</td></tr></table> <p>*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.</p>	X	CEO	Signature of Officer or Authorized Signer	Title	X _____		Signature of Officer or Authorized Signer	Title
X	CEO								
Signature of Officer or Authorized Signer	Title								
X _____									
Signature of Officer or Authorized Signer	Title								
Please include any required or optional information in space below: (attach additional page(s) if necessary)									
fifty million) shares of common stock, par value \$0.001 and 100,000,000 (one hundred million) shares of preferred stock, par value \$0.001									

This form must be accompanied by appropriate fees.

Page 2 of 2
Revised: 9/1/2023