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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**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): December 30, 2019

**CLOUDCOMMERCE, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**  
(State or other jurisdiction of incorporation  
or organization)

**000-13215**  
(Commission File Number)

**30-0050402**  
IRS Employer Identification No.)

**321 Sixth Street**  
**San Antonio, TX**  
(Address of Principal Executive Offices)

**78215**  
(Zip Code)

**(805) 964-3313**  
(Registrant's telephone number, including area code)

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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- 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
N/A	N/A	N/A

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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 December 30, 2019, CloudCommerce, Inc. (the “Company”) filed a Certificate of Designation (the “Certificate of Designation”) of Series F Preferred Stock (the “Series F Preferred Stock”) with the Secretary of State of Nevada. The Certificate of Designation designates 800,000 shares of the Company’s authorized preferred Stock as Series F Preferred Stock.

Each share of Series F Preferred Stock has a stated value of \$25. The Series F Preferred Stock is not convertible into shares of the Company’s common stock. The holders of outstanding shares of Series F Preferred Stock are entitled to receive dividends, at the annual rate of 10%, payable monthly, payable in preference and priority to any payment of any dividend on the Company’s common stock. Such dividends will be on a pari passu basis with the Company’s outstanding Series A Preferred Stock. The holders of the Series F Preferred Stock are entitled to a liquidation preference in an amount equal to \$25 per share plus any declared but unpaid dividends, before any payments to holders of common stock. The Series F Preferred Stock has no preemptive or subscription rights, and there is no sinking fund provisions applicable to the Series F Preferred Stock. The Series F Preferred Stock does have voting rights, except as required by law and with respect to certain protective provisions set forth in the Certificate of Designation. To the extent it may lawfully do so, the Company may, in its sole discretion, after the first anniversary of the original issuance date of the Series F Preferred Stock, redeem any or all of the then outstanding shares of Series F Preferred Stock at a redemption price of \$25 per share plus any accrued but unpaid dividends.

This description of the Certificate of Designation is only a summary and is qualified in its entirety by reference to the full text of the Certificate of Designation attached as [Exhibit 3.1](#) hereto.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Designation of Series F Preferred Stock</a>

**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 thereunto duly authorized.

**CLOUDCOMMERCE, INC.**

Date: January 3, 2020

By: /s/ Andrew Van Noy

Name: Andrew Van Noy

Title: Chief Executive Officer



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

**Certificate, Amendment or Withdrawal of Designation**

NRS 78.1955, 78.1955(6)

- Certificate of Designation
- Certificate of Amendment to Designation - Before Issuance of Class or Series
- Certificate of Amendment to Designation - After Issuance of Class or Series
- Certificate of Withdrawal of Certificate of Designation

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

<b>1. Entity information:</b>	Name of entity: CloudCommerce, Inc. Entity or Nevada Business Identification Number (NVID): NV20021209011
<b>2. Effective date and time:</b>	For Certificate of Designation or Amendment to Designation Only (Optional): Date: _____ Time: _____ <small>(must not be later than 90 days after the certificate is filed)</small>
<b>3. Class or series of stock:</b> (Certificate of Designation only)	The class or series of stock being designated within this filing: Series F Preferred Stock
<b>4. Information for amendment of class or series of stock:</b>	The original class or series of stock being amended within this filing: _____
<b>5. Amendment of class or series of stock:</b>	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series <small>As of the date of this certificate no shares of the class or series of stock have been issued.</small> <input type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series <small>The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.</small>
<b>6. Resolution:</b> <small>Certificate of Designation and Amendment to Designation only)</small>	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* up to eight hundred thousand (800,000) shares of Series F Preferred Stock of the Company (see attached)
<b>7. Withdrawal:</b>	Designation being _____ Date of _____ Withdrawn: _____ Designation: _____ No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: * _____
<b>8. Signature:</b> (Required)	<input checked="" type="checkbox"/> _____ Date: 12/27/19 Signature of Officer

\* Attach additional page(s) if necessary  
 This form must be accompanied by appropriate fees.

**CERTIFICATE OF DESIGNATION  
OF  
CLOUDCOMMERCE, INC.  
ESTABLISHING THE DESIGNATIONS, PREFERENCES,  
LIMITATIONS AND RELATIVE RIGHTS OF ITS  
SERIES F PREFERRED STOCK**

CloudCommerce, Inc. (the "Company"), a corporation organized and existing under the laws of Nevada, does hereby certify that, pursuant to authority conferred upon the Board of Directors of the Company by the Articles of Incorporation of the Company, it has adopted resolutions (a) authorizing the issuance of up to eight hundred thousand (800,000) shares of Series F Preferred Stock of the Company and (b) providing for the designations, preferences and relative participating, optional or other rights, and the qualifications, limitations or restrictions thereof, as follows:

**SECTION 1. DESIGNATION OF SERIES.** There shall hereby be created and established a series of "Series F Preferred Stock" and the number of shares initially constituting such series shall be up to eight hundred thousand (800,000) shares.

**SECTION 2. STATED VALUE.** The Stated Value of the Series F Preferred Stock will be \$25.00 per share.

**SECTION 3. DIVIDENDS.** The holders of outstanding shares of Series F Preferred Stock (the "Holders") will be entitled to receive, out of any funds and assets of the Company legally available therefor, dividends payable monthly (within 3 business days of the end of each calendar month), at the annual rate of 10% of the Stated Value, payable in preference and priority to any payment of any dividend of the common stock of the Company (the "Common Stock"), and on a pari passu basis with the Series A Preferred Stock. The right to such dividends of the Holders of Series F Preferred Stock will be cumulative.

**SECTION 4. LIQUIDATION.** Upon any liquidation, dissolution or winding-up of the Company, the Series F Preferred Stock will entitle the Holders, out of the assets of the Company available for distribution to its shareholders upon such liquidation, an amount equal to the Stated Value, for each share of Series F Preferred Stock, plus any accrued but unpaid dividends on such shares, before any payment may be made or any assets distributed to the holders of the Common Stock.

**SECTION 5. VOTING AND PROTECTIVE PROVISIONS.** (a) Except as required by law or as specifically provided herein, the Holders of Series F Preferred Stock will not be entitled to vote, as a separate class or otherwise, on any matter presented to the stockholders of the Company for their action or consideration at any meeting of stockholders of the Company (or by written consent of stockholders in lieu of meeting).

(b) So long as any shares of Series F Preferred Stock remain outstanding, the Company will not, without first obtaining the approval (by vote or written consent, as provided by law) of the Holders of at least a majority of the then outstanding shares of Series F Preferred Stock voting together as one class, alter or change the rights, preferences or privileges of the shares of the Series F Preferred Stock so as to affect materially and adversely such shares.

(c) The Company hereby covenants and agrees that the Company will not, by amendment of its Articles of Incorporation, bylaws or through any reorganization, transfer of assets, consolidation, merger, scheme of arrangement, dissolution, issue or sale of securities, or any other voluntary action, avoid or seek to avoid the observance or performance of any of the terms of this Certificate of Designation, and will at all times carry out all the provisions of this Certificate of Designation and take all action as may be required to protect the rights of the Holders.

**SECTION 6. NO CONVERSION RIGHTS.** The Series F Preferred Stock will have no conversion rights.

**SECTION 7. REDEMPTION.**

The Company may in its sole discretion (to the extent it may lawfully do so), at any time commencing one year after the initial issuance date of the Series F Preferred Stock, redeem any outstanding shares of Series F Preferred

Stock at a price equal to the Stated Value plus any accrued but unpaid dividends thereon. In the event the Company exercises such redemption right for less than all of the then-outstanding shares of Series F Preferred Stock, the Company shall redeem the outstanding shares of the Holders of a pro rata basis. The Company may exercise such redemption right at any time by providing written notice of such redemption and payment of the redemption price to the Holders. Upon payment of the redemption price by the Company in accordance herewith, the shares of Series F Preferred Stock that have been redeemed will revert to the status of authorized but unissued preferred stock.

**SECTION 8. NOTICES.** Any notice required hereby to be given to the Holders shall be deemed given if deposited in the United States mail, postage prepaid, or provided by fax or e-mail, to the Holders of record at their respective addresses appearing on the books of the Company

**SECTION 9. MISCELLANEOUS.**

(a) The headings of the various sections and subsections of this Certificate of Designation are for convenience of reference only and shall not affect the interpretation of any of the provisions of this Certificate of Designation.

(b) Whenever possible, each provision of this Certificate of Designation shall be interpreted in a manner as to be effective and valid under applicable law and public policy. If any provision set forth herein is held to be invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions of this Certificate of Designation. No provision herein set forth shall be deemed dependent upon any other provision unless so expressed herein. If a court of competent jurisdiction should determine that a provision of this Certificate of Designation would be valid or enforceable if a period of time were extended or shortened, then such court may make such change as shall be necessary to render the provision in question effective and valid under applicable law.

(c) Except as may otherwise be required by law, the Series F Preferred Stock shall not have any powers, designations, preferences or other special rights, other than those specifically set forth in this Certificate of Designation.

IN WITNESS WHEREOF, this Certificate of Designation has been executed by a duly authorized officer of the Company on this 27th day of December, 2019.

/s/ Andrew Van Noy

Name: Andrew Van Noy

Title: Chief Executive Officer