

NETWORK CN INC
Form 8-K
August 11, 2015

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): August 11, 2015 (August 10, 2015)

NETWORK CN INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-30264
(Commission File Number)

90-0370486
(IRS Employer Identification
No.)

2nd Floor,
Goldsland Building,
22-26 Minden Avenue,
Tsim Sha Tsui,
Kowloon, Hong Kong

(Address of principal executive offices)

(852) 2833-2186
(Registrant's telephone number, including area code)

N/A
(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))



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

On July 30, 2015, Network CN Inc., a Delaware corporation (the “Company”), filed a Certificate of Amendment to its Certificate of Incorporation with the Delaware Secretary of State to effect a 1-for-15 reverse stock split of the Company’s outstanding common stock (the “Reverse Split”) together with a reduction in the authorized common stock from 400,000,000 to 26,666,667 shares. A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated by reference herein. The new CUSIP number for the Company’s common stock is 64125G 308.

Item 8.01 Other Events.

On August 10, 2015, the Financial Industry Regulatory Authority (FINRA) approved the Reverse Split and the Company’s common stock commenced trading on a post-split basis on August 11, 2015. The Company’s stock is quoted on the OTCQB under the ticker symbol NWCN, but for 20 business days following the commencement of such trading, the Company’s ticker symbol will be changed to “NWCND” to signify that a reverse stock split has occurred. After this 20-day trading period the Company’s common stock will resume trading under the symbol NWCN.

Item 7.01 Regulation FD Disclosure.

The information contained in this Current Report on Form 8-K shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (“Exchange Act”), or be otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit Description

No.

3.1 Certificate of Amendment of Certificate of Incorporation filed with the Delaware Secretary of State on July 30, 2015

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.

Dated: August 11, 2015

NETWORK CN INC.

By: /s/ Earnest
Leung
Earnest Leung
Chief Executive Officer
