
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): July 7, 2017

InterCloud Systems, Inc.

(Exact name of registrant as specified in its charter)

Delaware	000-32037	65-0963722
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
1030 Broad Street, Suite 102, Shrewsbury, NJ		07702
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: 561-988-1988

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:

- 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; Change in Fiscal Year.

On July 7, 2017, InterCloud Systems, Inc. (the “Company”) filed a Certificate of Amendment of its Certificate of Incorporation (the “Certificate of Amendment”) to effect a one-for-four reverse split of the Company’s issued and outstanding shares of common stock, par value \$0.0001 per share. The common stock commenced trading on the OTCQB Venture Market on a split-adjusted basis as of the opening of trading on Wednesday, July 12, 2017. The common stock will continue to trade under the ticker symbol “ICLD”, although the letter “D” will be temporarily appended to the ticker symbol for twenty trading days following the reverse split. The Company’s stockholders, at the 2016 Annual Meeting of Stockholders, had previously authorized the Company’s Board of Directors to effect a reverse stock split within a range of ratios, including one-for-four, at any time within one (1) year following such Annual Meeting, as determined by the Board.

Following the reverse split, the total number of shares outstanding will be proportionately reduced in accordance with the reverse split. Further, any outstanding options, warrants and rights as of the effective date that are subject to adjustment will be adjusted accordingly. These adjustments may include adjustments to the number of shares of common stock that may be obtained upon exercise or conversion of these securities, and the applicable exercise or purchase price as well as other adjustments.

There will be no change to the number of authorized shares of common stock of the Company as a result of the reverse stock split. No fractional share shall be issued in connection with the reverse split; all shares of common stock that are held by a stockholder will be aggregated and each stockholder shall be entitled to receive the number of whole shares resulting from the combination of the shares so aggregated, with any fractions resulting from the reverse split computation being rounded up to the next whole share.

The Company’s transfer agent is Corporate Stock Transfer, Inc. The new CUSIP number for the post-reverse common stock will be 458488 301.

A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and incorporated herein by reference in its entirety.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

Exhibit No.	Description
3.1	Certificate of Amendment of the Certificate of Incorporation of InterCloud Systems, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INTERCLOUD SYSTEMS, INC.

July 12, 2017

By: /s/ Daniel Sullivan

Name: Daniel Sullivan

Title: Chief Accounting Officer

EXHIBIT INDEX

Exhibit No. **Description**

3.1 [Certificate of Amendment of the Certificate of Incorporation of InterCloud Systems, Inc.](#)

**CERTIFICATE OF AMENDMENT
TO
CERTIFICATE OF INCORPORATION
OF
INTERCLOUD SYSTEMS, INC.**

InterCloud Systems, Inc. (the “*Corporation*”), a corporation organized and existing under the General Corporation Law of the State of Delaware (the “*DGCL*”), does hereby certify as follows:

FIRST: The name of this corporation is InterCloud Systems, Inc.

SECOND: The date of filing of the Corporation’s original certificate of incorporation with the Secretary of State of the State of Delaware was November 24, 1999 (as i-RealtyAuction.com, Inc.) and which has been amended from time to time (as amended to date, the “*Certificate of Incorporation*”).

THIRD: The Board of Directors of the Corporation, acting in accordance with the provisions of Section 242 of the DGCL, adopted resolutions to amend the Certificate of Incorporation as follows:

Article Fourth of the Certificate of Incorporation is hereby amended to provide that:

Effective at 9:00 a.m. EDT on July 11, 2017, a one (1) for four (4) reverse split of the outstanding Common Stock of the Corporation shall occur pursuant to which (i) every four (4) shares of outstanding Common Stock of the Corporation shall be converted into one (1) share of Common Stock (the “Reverse Split”). The Reverse Split shall not affect the number of authorized shares of Common Stock or Preferred Stock of the Corporation or the par value per share of the Common Stock or Preferred Stock, such that immediately after the Reverse Split the total number of shares of all classes of capital stock that the Corporation is authorized to issue will be 550,000,000, of which 500,000,000 shall be Common Stock having a par value per share of \$0.0001 and of which 50,000,000 shall be Preferred Stock having a par value per share of \$0.0001. No fractional share shall be issued in connection with the foregoing combination; all shares of Common Stock that are held by a stockholder will be aggregated and each stockholder shall be entitled to receive the number of whole shares resulting from the combination of the shares so aggregated. Any fractions resulting from the Reverse Split computation shall be rounded up to the next whole share. Except as set forth above in this paragraph, Article Fourth of the Certificate of Incorporation remains in full force and effect.

FOURTH: This Certificate of Amendment has been duly adopted and approved by the Board of Directors.

FIFTH: This Certificate of Amendment has been duly adopted in accordance with sections 245 and 242 of the DGCL.

IN WITNESS WHEREOF, InterCloud Systems, Inc. has caused this Certificate of Amendment to be signed by its Chief Executive Officer on July 7, 2017.

INTERCLOUD SYSTEMS, INC.

By: /s/ Mark Munro

Name: Mark Munro

Title: Chief Executive Officer
