
**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): January 5, 2017

AquaBounty Technologies, Inc.
(Exact Name of Registrant as Specified in its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36426
(Commission
File Number)

04-3156167
(I.R.S. Employer
Identification No.)

**Two Mill and Main Place, Suite 395
Maynard, Massachusetts 01754**
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (978) 648-6000

Not Applicable
(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))
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ITEM 3.03. Material Modification to Rights of Securityholders.

As previously disclosed, the shareholders of AquaBounty Technologies, Inc. (the “*Company*”) authorized the Board of Directors of the Company to amend the Company’s Third Amended and Restated Certificate of Incorporation (as amended, the “*Restated Certificate of Incorporation*”) to effect a reverse split of the Company’s common stock, par value \$0.001 (the “*Common Stock*”), at a ratio of one-for-thirty (the “*Reverse Stock Split*”). A certificate of amendment to the Restated Certificate of Incorporation (the “*Certificate of Amendment*”) was filed with the Secretary of State of the State of Delaware on January 4, 2017, and the Reverse Stock Split became effective at 12:01 a.m. Eastern Time on January 5, 2017 (the “*Effective Time*”).

At the Effective Time, every thirty shares of Common Stock issued and outstanding were automatically combined into one share of issued and outstanding Common Stock, without any change in the par value per share. No fractional shares were issued as a result of the Reverse Stock Split. All shares of common Stock (including fractions thereof) issuable upon the Reverse Stock Split to a given holder of Common Stock will be aggregated for the purpose of determining whether the Reserve Stock Split would result in the issuance of any fractional shares to such holder. If, after such aggregation, the Reserve Stock Split would result in the issuance of any fractional shares, such fractional shares will be increased to the next higher whole number of shares.

Computershare Trust Company, N.A. is acting as agent for the Reverse Stock Split and will send instructions to shareholders of record who hold stock certificates regarding the exchange of certificates for Common Stock. Shareholders who hold their shares in uncertificated form are not required to take any action to effect the exchange of their shares following the Reverse Stock Split.

The Certificate of Amendment did not reduce the authorized share capital of the Company following the Reverse Stock Split and, accordingly, after giving effect to the Reverse Stock Split, the Company has 193,536,065 shares of Common Stock that are authorized but unissued.

The information set forth herein does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

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

The information set forth in Item 3.03 above is hereby incorporated by reference into this Item 5.03.

ITEM 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Number</u>	<u>Exhibit</u>
3.1	Certificate of Amendment of Third Amended and Restated Certificate of Incorporation of AquaBounty Technologies, Inc.

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.

AQUABOUNTY TECHNOLOGIES, INC.

Date: January 6, 2017

By: /s/ David A. Frank

Name: David A. Frank

Title: Chief Financial Officer

INDEX TO EXHIBITS

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3.1	Certificate of Amendment of Third Amended and Restated Certificate of Incorporation of AquaBounty Technologies, Inc.

**CERTIFICATE OF AMENDMENT
OF
THIRD AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
AQUABOUNTY TECHNOLOGIES, INC.**

AQUABOUNTY TECHNOLOGIES, INC., a corporation organized and existing under the laws of the state of Delaware (the “Corporation”) hereby certifies that:

1. A resolution was duly adopted by the Board of Directors of the Corporation pursuant to Section 242 of the General Corporation Law of the State of Delaware setting forth an amendment to the Third Amended and Restated Certificate of Incorporation of the Corporation, and declaring said amendment to be advisable. The stockholders of the Corporation duly approved said proposed amendment in accordance with Section 242 of the General Corporation Law of the State of Delaware. The resolution setting forth the amendment is as follows:

RESOLVED, that Section 4(a) of the Third Amended and Restated Certificate of Incorporation of the Corporation be and hereby is deleted in its entirety and the following is inserted in lieu thereof:

“(a) The Corporation is authorized to issue two (2) classes of stock to be designated Common Stock and Preferred Stock. The Corporation is authorized to issue Two Hundred Million (200,000,000) shares of Common Stock, with a par value of One Tenth of One Cent (\$0.001) per share, and Forty Million (40,000,000) shares of Preferred Stock, with a par value of One Cent (\$0.01) per share.

(i) Reverse Stock Split. Effective upon the effective time of this Certificate of Amendment of Third Amended and Restated Certificate of Incorporation pursuant to the General Corporation Law of the State of Delaware (the “Effective Time”), without any further action on the part of any stockholders of the Corporation, a reverse stock split of the Corporation’s outstanding Common Stock shall be effected whereby each thirty (30) shares of issued and outstanding Common Stock shall be reconstituted and exchanged for one (1) share of Common Stock (the “Reverse Stock Split”).

(ii) No Fractional Shares. Notwithstanding the immediately preceding sentence, no fractional shares shall be issued in connection with the Reverse Stock Split. All shares of Common Stock (including fractions thereof) issuable upon the Reverse Stock Split to a given holder of Common Stock shall be aggregated for purposes of determining whether the Reverse Stock Split would result in the issuance of any fractional shares to such holder. If, after the aforementioned aggregation, the Reverse Stock Split would result in the issuance of any fractional shares, such fractional shares shall be increased to the next higher whole number of shares.

(iii) Stock Certificates. Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding

immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified pursuant to the foregoing provisions hereof, provided, however, that each holder of record of a certificate that, immediately prior to the Effective Time, represented issued and outstanding shares of Common Stock shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of whole shares of Common Stock into which the shares of Common Stock formerly represented by such certificate shall have been reclassified pursuant to the foregoing provisions hereof.

(iv) Authorized Share Capital; Par Value. The authorized share capital of the Corporation and the par value of each share of Common Stock shall not be adjusted in connection with the Reverse Stock Split.”

2. This Certificate of Amendment of Third Amended and Restated Certificate of Incorporation shall become effective at 12:01 a.m., Eastern Time, on January 5, 2017.

IN WITNESS WHEREOF, the undersigned have signed this certificate this 4th day of January 2017, and hereby affirm and acknowledge under penalty of perjury that the filing of this Certificate of Amendment of Third Amended and Restated Certificate of Incorporation is the act and deed of AquaBounty Technologies, Inc.

AQUABOUNTY TECHNOLOGIES, INC.:

/s/ David A. Frank

Name: David A. Frank

Title: Chief Financial Officer & Treasurer

ATTEST:

/s/ Christopher H. Martin

Name: Christopher Martin

Title: General Counsel & Secretary