
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): November 22, 2017

PROVISION HOLDING, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction of
Incorporation or Organization)

333-127347

(Commission File Number)

90-0457009

(IRS Employer
Identification No.)

9253 Eton Avenue
Chatsworth, California 91311
(Address of principal executive offices) (Zip 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 3.02 Unregistered Sales of Equity Securities.

See Item 3.03 below.

Item 3.03 Material Modification to Rights of Security Holders.

On November 22, 2017, Provision Holding, Inc. (the "Company") filed a Certificate of Designation for its Series B Preferred Stock with the Secretary of State of Nevada designating 1,000 shares of its authorized preferred stock as Series B Preferred Stock. The shares of Series B Preferred Stock shall have a par value of \$0.001 per share. The class of Series B Preferred Stock does not have a dividend rate or liquidation preference and are not convertible into shares of common stock. The shares of the Series B Preferred Stock shall be automatically redeemed by the Company at \$0.01 per share on the first to occur of the following triggering events: (i) 6 months following November 22, 2017, the date that the Certificate of Designation was filed with the Secretary of State of Nevada or (ii) on the date that Mr. Thornton ceases, for any reason, to serve as officer, director or consultant of the Company.

On November 22, 2017, the Company's Board of Directors authorized the issuance of 1,000 shares of the Company's Series B Preferred Stock to the Company's Chairman and Chief Operating Officer, Curt Thornton, for \$0.01 per share. The adoption of the Series B Preferred Stock and its issuance to Mr. Thornton was taken to allow the Company to increase the Company's authorized shares of common stock and to create a Company policy on Corporate Excluded Opportunities.

The securities above were offered and sold pursuant to an exemption from the registration requirements under Section 4(a)(2) of the Securities Act, as amended (the "Securities Act") and Rule 506 of Regulation D promulgated thereunder since, among other things, the transactions did not involve a public offering and the securities were acquired for investment purposes only and not with a view to or for sale in connection with any distribution thereof.

For so long as any shares of the Series B Preferred Stock remain issued and outstanding, the holders thereof, voting separately as a class, shall have the right to vote in an amount equal to 51% of the total vote of the outstanding common and preferred stock of the Company (representing a majority voting power), to effect an increase in the authorized common stock of the Company and to create a Company policy to exclude corporate opportunities for non-employee directors (a "Corporate Excluded Opportunity"). A "Corporate Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of any director of the Company who is not an employee of the Company or any of its subsidiaries unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a director of the Company expressly and solely in his or her capacity as a director of the Company.

This descriptions of the Certificate of Designation and the Certificate of Amendment to the Articles of Incorporation are only summaries and are qualified in their entirety by reference to the full text of the documents attached to this Current Report on Form 8-K.

Item 5.01 Changes in Control of Registrant.

On November 22, 2017, the Company authorized the issuance of 1,000 shares of Series B Preferred Stock to the Company's Chairman and Chief Operating Officer, Curt Thornton. As a result of the super majority voting power of the Series B Preferred Stock described above, Mr. Thornton will have the power to control the voting of shares of common stock of the Company with respect to an increase in the authorized common shares of the Company and with respect to creating a Company policy on Corporate Excluded Opportunities; and as such on such date, a change in control occurred. On November 27, 2017, Mr. Thornton beneficially owned 7,075,200 shares of the Company's common stock. Upon the issuance of the 1,000 shares of the Company's Series B Preferred Stock, Mr. Thornton has the voting equivalent to 54% of the Company's voting stock as of November 27, 2017.

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

On November 22, 2017, the Company's Board of Directors (the "Board"), by unanimous written consent, advised for shareholder approval amendments to the Company's Articles of Incorporation, as amended (the "Articles"), as attached to this Current Report on Form 8-K as Exhibit 3.2. The Board advised amending the Company's Articles to increase the authorized shares of the Company to 404,000,000 shares, with 400,000,000 shares designated as common stock and 4,000,000 designated as preferred stock, and to add a Company policy on Corporate Excluded Opportunities.

On November 27, 2017, by written consent, the majority shareholder of the Company authorized and approved the increase in authorized shares of the Company to 404,000,000 shares, approved the Company's policy on Corporate Excluded Opportunities and approved the Certificate of Amendment to the Articles of Incorporation, and filed such Certificate of Amendment on November 30, 2017.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits:

<u>Exhibit</u>	<u>Description</u>
3.1	Certificate of Designation for Series B Preferred Stock of Provision Holding, Inc. dated November 22, 2017.
3.2	Certificate of Amendment to Articles of Incorporation of Provision Holding, Inc., dated November 30, 2017.

SIGNATURES

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

PROVISION HOLDING, INC.

Dated: December 7, 2017

By: /s/ Mark Leonard

Mark Leonard

Chief Executive Officer

PROVISION HOLDING, INC.
CERTIFICATE OF DESIGNATIONS
ESTABLISHING THE DESIGNATIONS, PREFERENCES,
LIMITATIONS AND RELATIVE RIGHTS OF ITS
SERIES B PREFERRED STOCK

On behalf of Provision Holding, Inc., a Nevada Corporation (the "**Corporation**"), the undersigned hereby certifies that the following resolution has been duly adopted by the board of directors of the Corporation (the "**Board**"):

RESOLVED, that pursuant to the authority granted to and vested in the Board by the provisions of the Articles of Incorporation of the Corporation (the "**Articles of Incorporation**") and the provisions of Section 78.315 of the Nevada Revised Statutes, there hereby is created, out of the shares of preferred stock, par value \$0.001 per share, of the Corporation authorized by the Articles of Incorporation Series B Preferred Stock, consisting of 1,000 shares, which series shall have the following powers, designations, preferences and relative participating, optional and other special rights, and the following qualifications, limitations and restrictions:

SECTION 1. DESIGNATION OF SERIES. The shares of such series shall be designated as the "Series B Preferred Stock" (the "**Series B Preferred Stock**") and the number of shares initially constituting such series shall be up to 1,000 shares.

SECTION 2. DIVIDENDS. The holders of the Series B Preferred Stock shall not be entitled to receive dividends paid on the Corporation's common stock.

SECTION 3. LIQUIDATION PREFERENCE. The holders of the Series B Preferred Stock shall not be entitled to any liquidation preference.

SECTION 4. VOTING. The holders of the Series B Preferred Stock will have the shareholder voting rights as described in this Section 4 or as required by law only on matters approved by the Board. For so long as any shares of the Series B Preferred Stock remain issued and outstanding, the holders thereof shall have the right to vote, in an amount equal to fifty-one percent (51%) of the total votes of the outstanding common and preferred stock of the Corporation, to effect an increase in the authorized common and in regards to corporate opportunity exclusions for non-employee directors. Such vote shall be determined by the holder(s) of a majority of the then issued and outstanding shares of Series B Preferred Stock.

SECTION 5. CONVERSION RIGHTS. The shares of the Series B Preferred Stock shall have no conversion rights.

SECTION 6. REDEMPTION RIGHTS. The shares of the Series B Preferred Stock shall be automatically, and without required action by the Corporation of the holders thereof, redeemed by the Corporation at \$0.01 per share on the first to occur of the following triggering events: (i) six months following the date on which this Certificate of Designation is filed with the Secretary of the State of Nevada or (ii) on the date that Curt Thornton ceases, for any reason, to serve as officer, director or consultant of the Corporation, it being understood that if Mr. Thornton continues without interruption to serve thereafter in one or more capacities as officer, director or consultant of the Corporation this shall not be considered a cessation of service.

SECTION 7. NOTICES. Any notice required hereby to be given to the holders of shares of the Series B Preferred Stock shall be deemed if deposited in the United States mail, postage prepaid, and addressed to each holder of record at his, her or its address appearing on the books of the Corporation.

SECTION 8. 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 share of the Series B 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 Corporation on this 21st day of November, 2017.

PROVISION HOLDING, INC.

/s/ Mark Leonard

Mark Leonard
Chief Executive Officer



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

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations
(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

Provision Holdings, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

ARTICLE IV. CAPITALIZATION

(a) Authorized Shares. The aggregate number of shares which the corporation shall have the authority to issue if Four Hundred and Four Million (404,000,000) shares. Four Hundred Million (400,000,000) shares shall be designated as "Common Stock" and shall have a par value of \$0.001. Four Million (4,000,000) shares shall be designated as "Preferred Stock", and shall have a par value of \$0.001 per shares, and shall be issued for such consideration, expressed in dollars, as the Board of Directors may from time to time determine.
 (Please See Attachment for Additional Amendment)

3. 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: 54

4. Effective date and time of filing: (optional) Date: 11/30/17 Time: _____
 (must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X /s/ Curt Thornton

 Signature of Officer

*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.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

ARTICLE IX: CORPORATE EXCLUDED OPPORTUNITY

This corporation renounces, to the fullest extent permitted by law, any interest or expectancy of this corporation in any Excluded Opportunity. An "Excluded Opportunity" is any matter, transaction or interest that is presented to, or acquired, created or developed by, or which otherwise comes into the possession of any director of this corporation who is not an employee of the corporation or any of its subsidiaries unless such matter, transaction or interest is presented to, or acquired, created or developed by, or otherwise comes into the possession of, a director of this corporation expressly and solely in his or her capacity as a director of this corporation. The Corporation further acknowledges that Coinstar, Inc. (collectively with its subsidiaries and affiliates, "Coinstar") will likely have, from time to time, information that may be of interest to the Corporation ("Information") regarding a wide array of matters including, by way of example only, (a) Coinstar's technologies, plans and services, and plans and strategies relating thereto, (b) current and future investments Coinstar have made, may make, may consider or may become aware of with respect to other companies and other technologies, products and services, including, without limitation, technologies, products and services that may be competitive with the Corporation's, and (c) developments with respect to the technologies, products and services, and plans and strategies relating thereto, of other companies, including, without limitation, companies that may be competitive with the Corporation. The Corporation recognizes that a portion of such Information may be of interest to the Corporation. Such Information may or may not be known by any Board member that is affiliated with Coinstar (the "Coinstar Director"). The Corporation agrees that Coinstar and the Coinstar Director shall have no duty to disclose any Information to the Corporation or permit the Corporation to participate in any projects or investments based on any Information, or to otherwise take advantage of any opportunity that may be of interest to the Corporation if it were aware of such Information, and hereby waives, to the extent permitted by law, any claim based on the corporate opportunity doctrine or otherwise that could limit Coinstar's ability to pursue opportunities based on such Information or that would require Coinstar or the Coinstar Director to disclose any such Information to the Corporation or offer any opportunity relating thereto to the Corporation. The Corporation further agrees that neither Coinstar nor the Coinstar Director shall have any duty or obligation not to, directly or indirectly, engage or invest in, own, manage, operate, finance, control, or participate in the ownership, management, operation, financing, or control of, be employed by, associated with, or in any manner connected with, lend such person's name or any similar name to, lend such person's credit to, or render services or advice to, any business whose products, activities or lines of business compete in whole or in part with the Corporation, or are similar to, products, activities or lines of business of the Corporation.
