

EDUCATIONAL DEVELOPMENT CORP
Form 8-K
August 21, 2018

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 15, 2018

EDUCATIONAL DEVELOPMENT CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|---------------------------------|-------------------------|--------------------------|
| <u>Delaware</u> | <u>000-04957</u> | <u>73-0750007</u> |
| (State or Other Jurisdiction of | (Commission | (IRS Employer |
| Incorporation) | File | Number) |
| | Number) | Identification No.) |

| | |
|---|---------------------|
| <u>5402 S 122nd E Avenue, Tulsa,</u> | <u>74146</u> |
| <u>Oklahoma</u> | (Zip Code) |
| (Address of Principal Executive | |
| Offices) | |

Registrant's Telephone Number, Including Area Code: (918)
622-4522

Check the appropriate box below if the Form 8-K 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 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 August 15, 2018, the Company amended its Amended and Restated Certificate of Incorporation (the "Amendment"). This action was approved by the Company's shareholders its annual meeting. The Amendment increased the authorized number of shares of the Company's common stock, par value \$0.20 per share, from 8,000,000 to 16,000,000 shares. The description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is attached to this Current Report on Form 8-K as Exhibit 3.1 and which is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No. Description

3.1 Amendment to Certificate of Incorporation of Educational Development Corporation filed August 15, 2018

SIGNATURE

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.

EDUCATIONAL DEVELOPMENT CORPORATION

Date: August 21, 2018 By: /s/ Randall White

Name: Randall White

Title: President and Chief Executive Officer