

Andalay Solar, Inc.  
Form 8-K  
April 18, 2016

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): April 18, 2016

ANDALAY SOLAR, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation)

001-33695  
(Commission File No.)

90-0181035  
(I.R.S. Employer  
Identification No.)

336 Bon Air Ctr. #352  
Greenbrae, CA 94904  
(Address of principal executive offices)

(408) 402-9400  
Registrant's telephone number, including area code:

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. Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On April 18, 2016, the Company filed a Certificate of Amendment to the Certificate of Incorporation (the "Amendment") with the Secretary of State of the State of Delaware which increased the amount of authorized stock from 1,250,000,000 to 10,000,000,000 and decreased the par value of the common stock from \$.001 to \$.0001.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Amendment which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The following exhibits are being filed as part of this Report.

| Exhibit<br>Number | Description  |
|-------------------|--|
| 3.1               | Certificate of Amendment to the Certificate of Incorporation filed on April 18, 2016 |

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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.

Date: April 18, 2016

ANDALAY SOLAR, INC.

By: /s/ Edward Bernstein

Name: Edward Bernstein

Title: Chief Executive Officer and  
Interim Chief Financial Officer

EXHIBIT INDEX

| Exhibit<br>Number | Description  |
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