

Eco-Shift Power Corp.  
Form 8-K  
February 27, 2014

**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): **February 26, 2014**

**ECO-SHIFT POWER CORP.**

(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| <b>DELAWARE</b>                                   | <b>000-21134</b>            | <b>04-2893483</b>                    |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

**1090 Fountain Street North**

**Cambridge, Ontario N3H 4R7**

(Address of Principal Executive Offices)

**(519) 650-9506**

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:

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 February 25, 2014, Eco-Shift Power Corp. filed an Amended and Restated Certificate of Designation of Series B Preferred Stock (the "Certificate of Amendment"), which clarifies certain voting rights after giving effect to the November 2013 reverse stock split of the Company. The Certificate of Amendment was approved by the unanimous consent of the Board of Directors of the Company and the sole holder of Series B Preferred Stock as of February 25, 2014.

The Certificate of Amendment was filed with the Secretary of State of the State of Nevada, and is attached as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 9.01 Financial Statement and Exhibits.**

(d) Exhibits.

The following documents are filed herewith:

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

|             |   |
|-------------|---|
| Exhibit 3.1 | Amended and Restated Certificate of Designation of Series B Preferred Stock |
|-------------|---|

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ECO-SHIFT POWER CORP.**

Date: February 26, 2014 By: */s/ Gilbert Wood*  
Name: Gilbert Wood  
Title: Chief Executive Officer

**EXHIBIT INDEX**

Exhibit No. Description

3.1 Amended and Restated Certificate of Designation of Series B Preferred Stock.

