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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**Form 8-K**

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**CURRENT REPORT**  
Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 30, 2019

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**FOOTHILLS EXPLORATION, INC.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction of  
incorporation)

000-55872  
(Commission  
File Number)

27-3439423  
(IRS Employer  
Identification No.)

10940 Wilshire Blvd., 23<sup>rd</sup> Floor  
Los Angeles, CA 90024  
(Address of principal executive offices) (Zip Code)

(424) 901-6655  
(Registrant's telephone number, including area code)

N/A  
(Former name or former address, if changed since last report)

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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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
N/A	N/A	N/A

Indicate by check mark whether the registrant is an emerging growth company 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.

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

*Increase in Authorized Shares of Common Stock*

On June 17, 2019, Foothills Exploration, Inc. (the “Company”) received from the Secretary of State of the State of Delaware confirmation of the effective filing of the Company’s Certificate of Amendment to its Certificate of Incorporation (the “Charter Amendment”), increasing the number of shares of Common Stock the Company is authorized to issue from One Hundred Million (100,000,000) to Four Hundred Seventy-Five Million (475,000,000) (the “Increase in Authorized Shares”).

The above description of the Charter Amendment does not purport to be complete and is qualified in its entirety by reference to the Charter Amendment, which is attached hereto as Exhibit 3.1 to this Current Report on Form 8-K.

As previously disclosed in a Definitive Information Statement on Schedule 14C filed with the Securities and Exchange Commission on May 23, 2019, the Increase in Authorized Shares was approved by our stockholders on April 18, 2019. On that date, the Company received written consent in lieu of a meeting of Stockholders (the “Written Consent”) from holders of shares of voting securities representing approximately 56.5% of the total issued and outstanding shares of voting securities of the Company authorizing the Board of Directors of the Company to adopt an amendment to the Company’s Certificate of Incorporation, as amended, to effect the Increase in Authorized Shares.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No</u>	<u>Description</u>
3.1*	<a href="#"><u>Amendment to Certificate of Incorporation.</u></a>

\* filed herewith

**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: June 19, 2019

**FOOTHILLS EXPLORATION, INC.**

By: */s/ B. P. Allaire*

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B. P. Allaire  
Chief Executive Officer

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**CERTIFICATE OF AMENDMENT OF  
CERTIFICATE OF INCORPORATION  
OF  
FOOTHILLS EXPLORATION, INC.**

**FOOTHILLS EXPLORATION, INC.**, a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

**FIRST:** The name of this corporation is Foothills Exploration, Inc. (the "Company").

**SECOND:** The date on which the Company's Certificate of Incorporation was originally filed with the Secretary of State of the State of Delaware is May 13, 2010.

**THIRD:** The Board of Directors of the Company, acting in accordance with the provisions of Sections 141 and 242 of the General Corporation Law of the State of Delaware, adopted resolutions amending its Certificate of Incorporation, as heretofore amended (the "Certificate of Incorporation"), by restating Article 3.1 in its entirety:

"Authorized Capital. The total number of shares of all classes of stock which the Corporation shall have authority to issue is 500,000,000 shares, consisting of 475,000,000 shares of common stock, \$0.0001 par value, and 25,000,000 shares of preferred stock, \$0.0001 par value. The number of authorized shares of any class, classes or series of a class of stock may be increased or decreased (but not below the number of shares thereof then outstanding or required for conversion) by the affirmative vote of the holders of a majority of the voting power of the stock of the Corporation entitled to vote, irrespective of Del. Code Ann. Tit. 8, Section 242(b)(2) and without a separate vote of the holders of any particular class or series unless otherwise provided in a Preferred Stock Designation (as herein defined). The Corporation shall from time to time in accordance with the laws of the State of Delaware increase the authorized amount of its common stock if at any time the number of shares of common stock remaining unissued and available for issuance shall not be sufficient to permit conversion, if applicable, of the preferred stock."

**FOURTH:** The foregoing amendment was submitted to the stockholders of the Company for their approval, and was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware and shall be effective upon filing.

**IN WITNESS WHEREOF, FOOTHILLS EXPLORATION, INC.** has caused this Certificate of Amendment to be signed by its Chief Executive Officer this 17<sup>th</sup> day of June, 2019.

**FOOTHILLS EXPLORATION, INC.**

By: /s/ B. P. Allaire  
B. P. Allaire  
Chief Executive Officer

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