

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): May 14, 2014

Camp Nine, Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of incorporation)

333-184881
(Commission File Number)

45-5401931
(I.R.S. Employer Identification
No.)

550 Sylvan Avenue, Suite 101, Englewood Cliffs, NJ 07632
(Address of principal executive offices)

Registrant's telephone number, including area code:

(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:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 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))
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SECTION 3 – SECURITIES AND TRADING MARKETS

Item 3.02 Unregistered Sales of Equity Securities

On May 14, 2014, we closed a private offering of Class A Preferred Convertible Stock (the “Class A Stock”) sold at a price of \$0.60 per share, par value \$0.001. A total of 3,337,310 shares of Class A Stock (the “Shares”) were sold to a total of 10 purchasers, resulting in total proceeds of \$2,000,000. The shares were offered exclusively to accredited investors and the offering and sale of the shares was exempt from registration under Rule 506 of Regulation D.

Description of Class A Shares. A description of the rights and preferences of the Class A Stock is as follows:

- **Dividend rights.** The Class A Stock shall, with respect to dividend rights, be entitled to two times the amount of any dividend granted by the Board of Directors of the Company to the holders of common stock, par value \$0.001 per share.
- **Liquidation Preference.** In the event of any dissolution, liquidation or winding up of the Company, whether voluntary or involuntary, the Holders of Class A Stock shall be entitled to participate in any distribution out of the assets of the Corporation on an equal basis per share with the holders of the Company’s common stock.
- **Voting.** The holders of Class A Stock shall have no right to vote on any matter submitted to a vote of the holders of the Company’s common stock, including the election of directors.
- **Conversion.** The Class A Stock is automatically converted on a monthly basis into common stock by action of the Corporation, in the event the total of all shares of common stock and Class A Stock held by the shareholder do not exceed 9.9% of the issued and outstanding shares of common stock of the company. In no event, can Class A Stock be converted into common stock of the Corporation if such conversion would cause the holder to own, beneficially or otherwise, more than 9.9% of the Company’s stock.

The foregoing description of the Class A Stock is qualified in its entirety by the Certificate of Designation for the Class A Preferred Convertible Shares attached hereto as Exhibit 4.1.

The Shares sold in the offering are subject to a lock up letter agreement. If we enter into the share exchange described in the Form 8K filed on May 5, 2014, then the holders of the Shares will not be able to, directly or indirectly, sell or otherwise transfer the Shares for a period of 12 months from the execution of the share exchange agreement.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statement and Exhibits

Exhibit Description

No.

4.1 [Certificate of Designation](#)

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.

CAMP NINE, INC.

/s/ Elliot Maza

Elliot Maza

President, Chief Executive Officer

Date: May 19, 2014

CERTIFICATE OF DESIGNATION

OF

CAMP NINE, INC.

Pursuant to Section 78.1955 of the

Nevada Revised Statutes

CLASS A CONVERTIBLE PREFERRED STOCK

On behalf of CAMP NINE, 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”), there hereby is created, out of the ten million (10,000,000) shares of preferred stock, par value \$.001 per share, of the Corporation authorized by Article Three of the Articles of Incorporation (“Preferred Stock”), a series of Class A Convertible Preferred Stock, consisting of three million five hundred thousand (3,500,000) 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:

The specific powers, preferences, rights and limitations of the Class A Convertible Preferred Stock are as follows:

1. Designation; Rank. This series of Preferred Stock shall be designated and known as “Class A Convertible Preferred Stock.” The number of shares constituting the Class A Convertible Preferred Stock shall be three million five hundred thousand (3,500,000) shares. Except as otherwise provided herein, the Class A Convertible Preferred Stock shall, with respect to rights on dividends, liquidation, winding up and dissolution, rank *pari passu* to the common stock, par value \$0.001 per share (the “Common Stock”).

2. Dividends. The Class A Convertible Preferred Stock shall, with respect to dividend rights, be entitled to two times the amount of any dividend granted by the Board of Directors of the Corporation to the holders of common stock, par value \$0.001 per share.

3. Liquidation Preference.

(a) In the event of any dissolution, liquidation or winding up of the Corporation (a “Liquidation”), whether voluntary or involuntary, the Holders of Class A Convertible Preferred Stock shall be entitled to participate in any distribution out of the assets of the Corporation on an equal basis per share with the holders of the Common Stock.

(b) A sale of all or substantially all of the Corporation’s assets or an acquisition of the Corporation by another entity by means of any transaction or series of related transactions (including, without limitation, a reorganization, consolidated or merger) that results in the transfer of fifty percent (50%) or more of the outstanding voting power of the Corporation (a “Change in Control Event”), shall not be deemed to be a Liquidation for purposes of this Designation.

4. Optional and Automatic Conversion of Class A Convertible Preferred Stock. The Holders of Class A Convertible Preferred Stock shall be entitled to convert and be subject to automatic conversion as follows:

(a) Conversion Right. Subject to the following sentence, each share of Class A Convertible Preferred Stock shall be convertible at the option of the Holder thereof and without the payment of additional consideration by the Holder thereof, at any time, into shares of Common Stock on the Optional Conversion Date (as hereinafter defined) at a conversion rate of one (1) share of Common Stock (the “Conversion Rate”) for every one (1) share of Class A Convertible Preferred Stock, subject to adjustment as provided in Section 4 of this Designation. Notwithstanding the foregoing sentence, a Holder of Class A Convertible Preferred Stock shall not have the ability to convert Class A Convertible Preferred Stock to Common Stock if such conversion would cause the Holder or any “group” (within the meaning of Section 13(d) of the U.S. Securities Exchange Act of 1934 (the “Act”)) of which such holder is or deemed to be a part, to “beneficially own” (within the meaning of Rule 13d-3 under the Act) more than 9.9% of the number of shares of Common Stock of the Corporation listed as outstanding by the Corporation in the most recent public filing made by the Corporation with the SEC prior to the Corporation receiving the Conversion Demand (as hereinafter defined).

(b) Mechanics of Optional Conversion. To effect the optional conversion of shares of Class A Convertible Preferred Stock in accordance with Section 4(a) of this Designation, any Holder of record shall make a written demand for such conversion (for purposes of this Designation, a "Conversion Demand") upon the Corporation at its principal executive offices setting forth therein (i) the certificate or certificates representing such shares, and (ii) the proposed date of such conversion, which shall be a business day not less than fifteen (15) nor more than thirty (30) days after the date of such Conversion Demand (for purposes of this Designation, the "Optional Conversion Date"). Within five (5) days of receipt of the Conversion Demand, the Corporation shall give written notice (for purposes of this Designation, a "Conversion Notice") to the Holder setting forth therein (i) the address of the place or places at which the certificate or certificates representing any shares not yet tendered are to be converted are to be surrendered; and (ii) whether the certificate or certificates to be surrendered are required to be endorsed for transfer or accompanied by a duly executed stock power or other appropriate instrument of assignment and, if so, the form of such endorsement or power or other instrument of assignment. The Conversion Notice shall be sent by first class mail, postage prepaid, to such Holder at such Holder's address as may be set forth in the Conversion Demand or, if not set forth therein, as it appears on the records of the stock transfer agent for the Class A Convertible Preferred Stock, if any, or, if none, of the Corporation. On or before the Optional Conversion Date, each Holder of the Class A Convertible Preferred Stock so to be converted shall surrender the certificate or certificates representing such shares, duly endorsed for transfer or accompanied by a duly executed stock power or other instrument of assignment, if the Conversion Notice so provides, to the Corporation at any place set forth in such notice or, if no such place is so set forth, at the principal executive offices of the Corporation. As soon as practicable after the Optional Conversion Date and the surrender of the certificate or certificates representing such shares, the Corporation shall issue and deliver to such Holder, or its nominee, at such Holder's address as it appears on the records of the stock transfer agent for the Class A Convertible Preferred Stock, if any, or, if none, of the Corporation, a certificate or certificates for the number of whole shares of Common Stock issuable upon such conversion in accordance with the provisions hereof.

(c) Automatic Conversion. Subject to the limitation on conversion provided in section 4(a) above, on the first day of each month (the "Automatic Conversion Date") until there are no shares of Class A Convertible Stock outstanding, each share of Class A Convertible Preferred Stock shall convert without the payment of additional consideration by the Holder thereof into shares of Common Stock on the Automatic Conversion Date at a conversion rate of one (1) share of Common Stock (the "Conversion Rate") for every one (1) share of Class A Convertible Preferred Stock, subject to adjustment as provided in Section 4 of this Designation. On each Automatic Conversion Date the amount of Class A Convertible Preferred Stock that shall automatically convert into shares of Common Stock shall in no event cause the Holder or any "group" (within the meaning of Section 13(d) of the U.S. Securities Exchange Act of 1934 (the "Act")) of which such holder is or deemed to be a part, to "beneficially own" (within the meaning of Rule 13d-3 under the Act) more than 9.9% of the number of shares of Common Stock of the Corporation listed as outstanding by the Corporation in the most recent public filing made by the Corporation with the SEC prior to the Corporation receiving the Conversion Demand (as hereinafter defined).

(d) Mechanics of Automatic Conversion. Within five (5) days of the Automatic Conversion Date, the Corporation shall give written notice (for purposes of this Designation, a "Conversion Notice") to the Holder setting forth therein (i) the number of shares of Class A Convertible Preferred Stock that are converted into Common Stock, (ii) the address of the place or places at which the certificate or certificates representing any shares not yet tendered are to be converted are to be surrendered; and (iii) whether the certificate or certificates to be surrendered are required to be endorsed for transfer or accompanied by a duly executed stock power or other appropriate instrument of assignment and, if so, the form of such endorsement or power or other instrument of assignment. The Conversion Notice shall be sent by first class mail, postage prepaid, to such Holder at such Holder's address as it appears on the records of the stock transfer agent for the Class A Convertible Preferred Stock, if any, or, if none, of the Corporation. Upon receipt of the Conversion Notice each Holder of the Class A Convertible Preferred Stock so to be converted shall surrender the certificate or certificates representing such shares, duly endorsed for transfer or accompanied by a duly executed stock power or other instrument of assignment, if the Conversion Notice so provides, to the Corporation at any place set forth in such notice or, if no such place is so set forth, at the principal executive offices of the Corporation. As soon as practicable after each Automatic Conversion Date and the surrender of the certificate or certificates representing such shares, the Corporation shall issue and deliver to such Holder, or its nominee, at such Holder's address as it appears on the records of the stock transfer agent for the Class A Convertible Preferred Stock, if any, or, if none, of the Corporation, a certificate or certificates for the number of whole shares of Common Stock issuable upon such conversion in accordance with the provisions hereof.

(e) No Fractional Shares. No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Class A Convertible Preferred Stock. In lieu of any fractional share to which the Holder would be entitled but for the provisions of this Section 4(c) based on the number of shares of Class A Convertible Preferred Stock held by such Holder, the Corporation shall issue a number of shares to such Holder rounded up to the nearest whole number of shares of Common Stock. No cash shall be paid to any Holder of Class A Convertible Preferred Stock by the Corporation upon conversion of Class A Preferred Convertible Stock by such Holder.

(f) Reservation of Stock. The Corporation shall at all times when any shares of Class A Preferred Convertible Stock shall be outstanding, reserve and keep available out of its authorized but unissued Common Stock, such number of shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Class A Convertible Preferred Stock. If at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all outstanding shares of the Class A Convertible Preferred Stock, the Corporation will take such corporate action as may, in the opinion of its counsel, be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

(g) Stock Dividends, Splits, Combinations and Reclassifications. If the Corporation shall (i) declare a dividend or other distribution payable in securities, (ii) split its outstanding shares of Common Stock into a larger number, (iii) combine its outstanding shares of Common Stock into a smaller number, or (iv) increase or decrease the number of shares of its capital stock in a reclassification of the Common Stock including any such reclassification in connection with a merger, consolidation or other business combination in which the Corporation is the continuing entity (any such corporate event, an "Event"), then in each instance the Conversion Rate shall be adjusted such that the number of shares issued upon conversion of one share of Class A Convertible Preferred Stock will equal the number of shares of Common Stock that would otherwise be issued but for such Event.

(h) Certificate as to Adjustments. Upon the occurrence of each adjustment or readjustment of the Conversion Rate pursuant to Section 4 of this Designation, the Corporation at its expense shall promptly compute such adjustment or readjustment in accordance with the terms hereof and cause its principal financial officer to verify such computation and prepare and furnish to each Holder of Class A Convertible Preferred Stock a certificate setting forth such adjustment or readjustment and setting forth in reasonable detail the facts upon which such adjustment or readjustment is based. The Corporation shall, upon the written request at any time of any Holder of Class A Convertible Preferred Stock, furnish or cause to be furnished to such Holder a like certificate setting forth: (i) such adjustments and readjustments; (ii) the Conversion Rate in effect at such time for the Class A Convertible Preferred Stock; and (iii) the number of shares of Common Stock and the amount, if any, of other property that at such time would be received upon the conversion of the Class A Convertible Preferred Stock.

(i) Issue Taxes. The converting Holder shall pay any and all issue and other non-income taxes that may be payable in respect of any issue or delivery of shares of Common Stock on conversion of shares of Class A Convertible Preferred Stock.

5. Voting. The holders of Class A Convertible Preferred Stock shall have no right to vote on any matter submitted to a vote of the holders of the Corporation's common stock, including the election of directors.

IN WITNESS WHEREOF the undersigned has signed this Designation this 13 day of May 2014.

CAMP NINE, Inc.

By: /s/ Elliot Maza
Name: Elliot Maza
Title: President

