

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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 25, 2016

FTE NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of  
incorporation)

000-31355

(Commission File Number)

81-0438093

(I.R.S. Employer  
Identification No.)

**999 Vanderbilt Beach Rd, Suite 601**

Naples, FL

(Address of principal executive offices)

34108

(Zip Code)

877-878-8136

(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))
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**Item 5.03 Amendments to Articles of Incorporation or Bylaws;**

On December 23, 2015, the Board of Directors of FTE Networks, Inc. (“Company”) approved a 1 for 20 reverse stock split of our issued and outstanding shares of Common Stock and an increase of authorized common shares to 200,000,000. On December 30, 2015, stockholders holding a majority of our voting power approved by written consent the amendment to our Articles of Incorporation, which approved the Reverse Split and authorized the increase in our common shares. Any fractional shares of our Common Stock resulting from the reverse stock split will be rounded up to the nearest whole share. The new CUSIP number for our Common Stock following the reverse stock split will be 30283R 303.

The reverse stock split and the increase in the number of our authorized shares of Common Stock are to become effective on the open of business May 26, 2016.

The reverse stock split and the decrease in the number of our authorized shares of Common Stock are described in a Certificate of Change Pursuant to NRS Section 78.209 which was filed with the Nevada Secretary of State’s office on May 25, 2016, a copy of which is attached hereto as Exhibit No. 3.1.

The Company increased its common stock authorized to 200,000,000 shares as described in a Certificate of Amendment Pursuant to NRS Section 78.385 and 78.390 which was filed with the Nevada Secretary of State’s office on May 25, 2016, a copy of which is attached hereto as Exhibit No. 3.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Nevada Secretary of State Filings
99.1	Press Release of FTE Networks, Inc. dated May 26, 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.

**FTE NETWORKS, INC.**

By: /s/ Michael Paleschi  
Michael Paleschi  
Chief Executive Officer

Date: May 25, 2016

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*Expedite*  
BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov



\*090303\*

**Certificate of Change Pursuant  
to NRS 78.209**

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20160234696-09</b> Filing Date and Time <b>05/25/2016 8:03 AM</b> Entity Number <b>C14318-2000</b>
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Change filed Pursuant to NRS 78.209  
For Nevada Profit Corporations**

1. Name of corporation:

FTE Networks Inc

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

70,000,000 shares authorized of common stock, par value .001

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

3,500,000 shares authorized of common stock, par value .001

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

1 for 20 reverse stock split. 20 shares of common stock will be reverse split into 1 share of common stock, par value .001

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

fractional shares will be rounded up and issued one whole share of common stock

7. Effective date and time of filing: (optional) Date:

5/26/16

Time:

9:00 AM EST

8. Signature: (required)

(must not be later than 90 days after the certificate is filed)

X

Signature of Officer

Chief Financial Officer

Title

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Stock Split  
Revised: 1-5-15

Exadite



\*090204\*



BARBARA K. CEGAVSKE  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20160234695-98</b>
	Filing Date and Time <b>05/25/2016 8:04 AM</b>
	Entity Number <b>C14318-2000</b>

**Certificate of Amendment**  
(PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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**Certificate of Amendment to Articles of Incorporation**  
**For Nevada Profit Corporations**  
**(Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)**

1. Name of corporation:  
FTE Networks Inc.

2. The articles have been amended as follows: (provide article numbers, if available)  
Article II, Section A of the Amended and Restated Articles of Incorporation of Beacon Enterprise Solutions Group, Inc, now known as FTE Networks Inc., shall be amended to reflect that the common stock authorized to issue shall be increased to 200,000,000 shares, par value .001.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 53.4%

4. Effective date and time of filing: (optional) Date: May 26, 2016 Time: 9:20 AM EST  
(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

X *[Signature]* CFO

Signature of Officer

\*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

Nevada Secretary of State Amended Profit-After  
Revised: 1-5-15

**FTE Networks Announces 1-for-20 Reverse Stock Split**

FTE Networks, Inc. (FTNW) ("FTE" or the "Company"), a leading networking infrastructure service solutions provider in the technology and telecommunications vertical, announced that it has effectuated a 1-for-20 reverse stock split of its common stock (the "reverse split"), as well as an increase in the total authorized share count to 200,000,000 shares of common stock (the "Share Increase").

The effective date for trading purposes will be on May 26, 2016. As of that date, each 20 shares of issued and outstanding common stock and equivalents will be converted into one (1) share of common stock. The par value per share will remain unchanged. Any fractional shares of our common stock resulting from the reverse split will be rounded up to the next whole share. In addition, at the market open on May 26, 2016, the common stock will trade under a new CUSIP number, 30283R 303. FTE's common stock will trade under the ticker symbol "FTNWD" for a period of 20 business days after the reverse stock split has been effected in the marketplace and will revert back to "FTNW" after the 20 days.

"By completing this reverse stock split, we are continuing to strengthen our Company and its position in the capital markets. We expect to gain broader access to the institutional investment community, as we continue to expand our business in a strategic and accretive fashion. Our new capital structure will provide the availability of common stock necessary for our future fundraising efforts, as well as organic and acquisition growth enabling us to become a more diversified network infrastructure services company." said Michael Palleschi, CEO and Chairman of the Board of FTE Networks.

*Additional information about the reverse stock split can be found in the Company's Definitive 14C - Information Statement filed with the Securities and Exchange Commission on April 18, 2016, a copy of which is available at [www.sec.gov](http://www.sec.gov) and the Company's website [www.ftnet.com](http://www.ftnet.com).*

**About FTE Networks, Inc.**

FTE Networks, Inc., and its wholly owned subsidiaries, is a leading international networking infrastructure service solutions company. We design, build, and support telecommunications and technology systems and infrastructure services for Fortune 500 companies operating four (4) industry segments: Data Center Infrastructure, Fiber Optics, Wireless Integration, and Surveillance & Security. FTE Networks is headquartered in Naples, Florida, with offices throughout the United States and Europe.

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## Forward Looking Statements

This release may contain forward-looking statements relating to the business of FTNW. All statements other than historical facts are forward-looking statements, which can be identified by the use of forward-looking terminology such as "believes," "expects" or similar expressions. These statements involve risks and uncertainties that may cause actual results to differ materially from those anticipated, believed, estimated or expected. These risks and uncertainties are described in detail in our filings with the Securities and Exchange Commission. Forward-looking statements are based on FTNW's current expectations and beliefs concerning future developments and their potential effects on FTNW. There is no assurance that future developments affecting FTNW will be those anticipated by FTNW. FTNW undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required under applicable securities laws.

### Contact:

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