

---

---

**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): **November 3, 2017**

**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))
- 
-

### **Item 3.03 Material Modification to Rights of Security Holders**

The Board of Directors of FTE Networks, Inc. (the “Company”) has approved a reverse stock split of our issued and outstanding shares of common stock, par value \$0.001 per share (the “Common Stock”) and appointed and authorized a committee (the “Committee”) to fix the exact ratio from a range predetermined by the Board of Directors. On November 2, 2017, the Committee fixed a 25-for-1 reverse stock split ratio (the “Reverse Stock Split”). The Reverse Stock Split has been approved by Financial Industry Regulatory Authority (“FINRA”), and will become effective in the marketplace at the open of business on Monday, November 6, 2017 (the “Effective Date”).

#### *No Stockholder Approval Required:*

Pursuant to the Nevada Revised Statutes (“NRS”) Section 78.207, Company may decrease its authorized shares of Common Stock and correspondingly decrease its number of issued and outstanding shares of Common Stock by resolution adopted by the Board of Directors, without obtaining the approval of the stockholders if: (i) both the number of authorized shares of the Common Stock and the number of issued and outstanding shares of Common Stock are proportionally reduced as a result of the Reverse Stock Split, (ii) the Reverse Stock Split does not adversely affect any other class of stock of the Company and (iii) the Company does not pay money or issue scrip to stockholders who would otherwise be entitled to receive a fractional share as a result of the Reverse Stock Split. As described herein, the Reverse Stock Split complies with these requirements.

#### *Nevada State Filing:*

The Reverse Stock Split was effected by the Company filing a Certificate of Change (the “Certificate”) pursuant to NRS Section 78.209 with the Secretary of State of the State of Nevada on November 3, 2017, a copy of which is attached hereto as Exhibit No. 3.1. As a result of the filing of the Certificate, the number of shares of the Company’s authorized Common Stock was reduced from 200,000,000 shares to 8,000,000 shares, and the number of shares of the Company’s issued and outstanding Common Stock was correspondingly reduced from 139,653,741 shares to approximately 5,586,150 shares. There was no change to the par value of the Company’s Common Stock. The new CUSIP number for our Common Stock following the reverse stock split will be 30283R 402.

#### *Split Adjustment; Treatment of Fractional Shares:*

On the Effective Date, the total number of shares of Common Stock held by each stockholder of the Company will be converted automatically into the number of shares of Common Stock equal to (i) the number of issued and outstanding shares of Common Stock held by each such stockholder immediately prior to the Reverse Stock Split, (ii) divided by 25, with such resulting number of shares rounded up to the nearest whole share. The Company will issue one whole share of the post-Reverse Stock Split Common Stock to any stockholder who otherwise would have received a fractional share as a result of the Reverse Stock Split. As a result, no fractional shares will be issued in connection with the Reverse Stock Split and no cash or other consideration will be paid in connection with any fractional shares that would otherwise have resulted from the Reverse Stock Split.

#### *Certificated and Non-Certificated Shares:*

Stockholders who are holding their shares in electronic form at brokerage firms do not need to take any action, as the effect of the Reverse Stock Split will automatically be reflected in their brokerage accounts. Stockholders holding paper certificates may (but are not required to) send the certificates to the Company’s transfer agent and registrar, ClearTrust, LLC, at the address set forth below. ClearTrust, LLC will issue a new stock certificate reflecting the Reverse Stock Split to each requesting stockholder.

ClearTrust, LLC  
16540 Pointe Village Dr., Suite 120  
Lutz, Florida 33558

#### *Capitalization:*

The Reverse Stock Split has no effect on the par value of the Common Stock or authorized shares of preferred stock. Immediately after the Reverse Stock Split, each stockholder’s percentage ownership interest in the Company and proportional voting power will remain unchanged, except for minor changes and adjustments that will result from the treatment of fractional shares. The rights and privileges of the holders of shares of Common Stock will be substantially unaffected by the Reverse Stock Split, and the Reverse Stock Split will not alter or change any preference or any relative or other right given to any other class or series of outstanding shares.

### **Item 5.03 Amendments to Articles of Incorporation of Bylaws**

The description under Item 3.03 above of the reduction in the number of shares of the Company’s authorized and issued and outstanding Common Stock is incorporated by reference herein.

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

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 3.1                | <a href="#"><u>Certificate of Change filed with the Secretary of State of the State of Nevada on November 3, 2017.</u></a> |
| 99.1               | <a href="#"><u>Press Release of FTE Networks, Inc. dated November 6, 2017.</u></a>   |

**Cautionary Note on Forward-Looking Statements**

This Current Report on Form 8-K, including the information in the attached press release, contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. All statements, other than statements of historical fact, made in this Current Report on Form 8-K, including statements made in the attached press release, are forward looking and subject to change. Examples of forward-looking statements include statements related to our financial performance, anticipated operating results, strategies for continued growth and market expansion, efforts to leverage our combined business offerings and other matters that involve known or unknown risks, uncertainties and other factors that may cause our results or performance to differ materially from results expressed or implied by this release. Such forward-looking statements may include certain assumptions that underlie the forward-looking statements (including the date of effectiveness of the reverse stock split). These forward-looking statements are subject to business and economic risk and reflect management’s current expectations, and involve subjects that are inherently uncertain and difficult to predict. We will not necessarily update information if any forward-looking statement later turns out to be inaccurate. Risks and uncertainties that may affect our future results include, but are not limited to, those discussed in our Annual Report on Form 10-K for the transition period ended December 31, 2016 as filed with the Securities and Exchange Commission (“SEC”) on May 11, 2017, and in other documents we have filed with the SEC.

**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 Palleschi*

---

Michael Palleschi  
Chief Executive Officer

Date: November 6, 2017





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<br><i>Barbara K. Cegavske</i>         | Document Number<br><b>20170469088-35</b>          |
| Barbara K. Cegavske<br>Secretary of State<br>State of Nevada | Filing Date and Time<br><b>11/03/2017 8:00 AM</b> |
|  | Entity Number<br><b>C14318-2000</b>               |

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:

5,000,000 shares of preferred stock at \$0.01 par value per share  
 200,000,000 shares of common stock at \$0.001 par value per share

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

5,000,000 shares of preferred stock at \$0.01 par value per share  
 8,000,000 shares of common stock at \$0.001 par value per share

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-25 reverse split on all shares of outstanding common stock

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:

No fractional shares shall be issued in accordance with the reverse stock split. Any fraction shall be rounded up to the nearest whole share of common stock

7. Effective date and time of filing: (optional) Date: 11/06/2017 Time:

8. Signature: (required) (must not be later than 90 days after the certificate is filed)

X

Signature of Officer

Chief Executive 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



**FTE NETWORKS ANNOUNCES REVERSE STOCK SPLIT**  
**Split Being Implemented to Meet Listing Requirements for a National Exchange**

**NAPLES, Fla. (November 6, 2017)** – FTE Networks, Inc. (OTCQX: FTNW and OTCQX: FTNWD) (“FTE” or the “Company”), a leading provider of innovative technology-oriented solutions for smart platforms, network infrastructure and buildings, announced today that its Board of Directors (the “Board”) has approved a reverse stock split of its outstanding common stock at a ratio of 1-for-25 effective at market open on Monday, November 6, 2017. The Company’s trading symbol will temporarily change to “FTNWD” on November 6, 2017 and continue for a period of 20 business days from that date, after such time, the symbol will revert to the original symbol of “FTNW.”

Pursuant to the Nevada Revised Statutes, the Board is authorized to effectuate a reverse stock split without stockholder approval where such split is accomplished with a concurrent proportional decrease in the Company’s authorized common stock. The reverse split was implemented to help the Company meet the share price requirements to list on a national exchange.

“We are pleased to complete the reverse split and proceed with our preparations to list on a national securities exchange. This is a logical next step for the Company, as we continue to forward our growth strategy. From combining companies with Benchmark Builders, to our growing footprint nationwide, and launch of our patent pending CrossLayer TM technology, we continue to strengthen our Company,” said Michael Palleschi, President and CEO of FTE Networks.

At the effective time of the reverse stock split, every 25 shares of the Company’s issued and outstanding common stock will be automatically converted into 1 newly issued share of the Company’s common stock, with no change in par value. The reverse stock split will reduce the number of shares of the Company’s outstanding common stock from 139,653,741 to approximately 5,586,150 shares. Proportional adjustments will be made to the Company’s outstanding stock options and warrants. The number of authorized shares of the Company’s common stock will be reduced from 200,000,000 to 8,000,000. A new CUSIP number of 30283R 402 has been assigned to the Company’s common stock as a result of the reverse split.

Holders of shares of common stock held in book-entry form or through a bank, broker or other nominee do not need to take any action in connection with the reverse split, and will see the impact of the reverse split automatically reflected in their accounts. Stockholders holding paper certificates may (but are not required to) send the certificates to the Company’s transfer agent and registrar, ClearTrust, LLC. ClearTrust, LLC, will provide instructions, upon request, to stockholders of record regarding the process for exchanging share certificates and all book-entry or other electronic positions representing issued and outstanding shares of the common stock will be automatically adjusted. Stockholders should direct any questions concerning the reverse split to their broker or the Company’s transfer agent, ClearTrust, LLC, at 813.235.4490.

---

## **About FTE Networks, Inc.**

FTE Networks, Inc. (“FTNW”), is a leading provider of innovative technology-oriented solutions for smart platforms, network infrastructure and buildings. FTE’s three complementary businesses are FTE Network Services, CrossLayer, Inc. and Benchmark Builders, Inc. Together they provide end-to-end design, build and support solutions for state-of-the-art networks and commercial properties to create the most transformative smart platforms and buildings. FTE’s businesses are predicated on smart design and consistent standards that reduce deployment costs and accelerate delivery of innovative projects and services. The company works with Fortune 100/500 companies, including some of the world’s leading communications services providers. FTE Networks and its subsidiaries support multiple services, including Data Center Infrastructure, Fiber Optics, Wireless Integration, Network Engineering, Internet Service Provider, General Contracting Management and General Contracting. For more information, please visit [www.ftenet.com](http://www.ftenet.com).

### ***Note on Forward-Looking Statements***

This release may contain “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as: “outlook,” “intend,” “plan,” “believe,” “expect,” “strategy,” “future,” “estimate,” “anticipate,” “will,” “should,” “may,” and similar references to future periods. Examples of forward-looking statements include, among others, statements we make regarding our plans to list on a national exchange. The Company can provide no assurance that the up-listing will occur and, even if it does, that the expected benefits of up-listing will be realized.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on our current beliefs, expectations and assumptions regarding the future of our business, future plans and strategies, projections, anticipated events and market trends, the economy and other future conditions. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks and changes in circumstances that are difficult to predict and many of which are outside of our control. Factors that would cause actual results to differ materially from those currently anticipated include, but are not limited to: risks related to our growth strategy; our ability to secure listing on a national exchange and others that are included from time to time in documents we file with the Securities and Exchange Commission, including but not limited to, our Form 10-K’s, Form 10-Q’s and Form 8-K’s. Accordingly, you should not place undue reliance on these forward-looking statements. Any forward-looking statement made by us in this update is based only on information currently available to us and speaks only as of the date on which it is made. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future developments or otherwise.

### **Media and Investor Relations:**

#### **FTE Networks, Inc.**

999 Vanderbilt Beach Rd., Suite 601  
Naples, FL 23108  
(877) 850-4308  
[ir@ftenet.com](mailto:ir@ftenet.com)  
OTCQX: FTNW

OTCQX: FTNW

---

