
**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): **December 26, 2018**

FTE NETWORKS, INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-38322

(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))

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.

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

At a special meeting of stockholders of FTE Networks, Inc. (the “Company”), held on December 26, 2018, the Company’s stockholders approved an amendment to the Company’s Articles of Incorporation to provide for the establishment of a classified board structure, which amendment would divide the Company’s board of directors into three classes of directors serving staggered three-year terms.

The Company filed a Certificate of Amendment (the “Amendment”) to its Articles of Incorporation with the Nevada Secretary of State on December 27, 2018, reflecting the above action. A copy of the Certificate is attached hereto as Exhibit 3.1.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On December 26, 2018, the Company held a special meeting of stockholders (the “Special Meeting”) at which a quorum was present and the stockholders voted on three proposals, each of which is described in more detail in the Company’s definitive proxy statement on Schedule 14A (the “Proxy Statement”) as filed with the Securities Exchange Commission (the “SEC”) on December 10, 2018. The voting results for each of the proposals were as follows:

Proposal 1 – The stockholders elected each of the nominees for director to serve as a director as set forth in the Company’s Proxy Statement, with the following vote results:

Name	Votes For	Votes Withheld	Broker Non-Votes
Michael Palleschi	9,493,513	43,805	0
Fred Sacramone	1,162,621	8,374,697	0
Luisa Ingargiola	9,492,825	44,493	0
Patrick O’Hare	9,492,825	44,493	0
Christopher Ferguson	9,468,906	68,412	0
Brad Mitchell	9,517,293	20,025	0

Proposal 2 – The stockholders voted and ratified the appointment of Marcum LLP as the Company’s independent registered public accountants for the fiscal year ended December 31, 2018, with the following vote results:

	Votes For	Votes Against	Abstained	Broker Non-Votes
Ratify Marcum LLP as Independent Registered Public Accountant	9,518,115	5,530	13,673	0

Proposal 3 – The stockholders voted and approved an amendment to the Company’s Articles of Incorporation to provide for a classified board of directors. The votes were cast as follows:

	Votes For	Votes Against	Abstained	Broker Non-Votes
Amendment to Articles of Incorporation to Provide For a Classified Board of Directors	9,338,150	188,704	10,464	0

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1	<u>Certificate of Amendment dated December 27, 2018, as filed with the Nevada Secretary of State</u>

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: December 27, 2018



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



090204

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number	20180554528-90
	Filing Date and Time	12/27/2018 9:34 AM
	Entity Number	C14318-2000

Certificate of Amendment
 (PURSUANT TO NRS 78.385 AND 78.390)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**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 IV of the articles of incorporation is hereby amended and restated as follows:

PLEASE SEE ATTACHEMENT A FOR AMENDMENT LANGUAGE

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: 51.74%

4. Effective date and time of filing: (optional) Date: _____ Time: _____

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

5. Signature: (required)

X

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 Amend Profit-After
 Revised: 1-5-15

ATTACHMENT A

Article IV of the articles of incorporation is hereby amended and restated as follows:

IV. Directors. Directors shall hold office from the close of the annual meeting for a term of three years, or until their successors have been elected and qualified or appointed. Provided that at least one-third in number of the directors of the Corporation must be elected annually, directors shall be classified with respect to the time for which they shall hold office by dividing them into three classes, each class to consist of as nearly as possible, an equal number of directors. With respect to the first election of directors following this amendment to the articles, the directors of the first class shall hold office for an initial term of one year, the directors of the second class for an initial term of two years, and the directors of the third class for an initial term of three years. The composition of the three classes shall be determined by the directors prior to the first election of directors under this amendment. At the close of each annual meeting of the Corporation, the successors to the class of directors whose terms expire that year shall commence to hold office for a term of three years, or until their successors have been elected and qualified or until earlier resignation or removal. In the event of an increase in the number of directors, the remaining directors shall assign the newly created positions to the appropriate class or classes so that the three classes shall continue to consist of, as nearly as possible, an equal number of directors.

A handwritten signature in black ink, consisting of a stylized, cursive 'M' followed by a horizontal line extending to the right.

