
UNITED STATES
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

January 6, 2014

Date of Report (Date of earliest event reported)

TAPIMMUNE INC.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation)

000-27239

(Commission File Number)

88-0277072

(IRS Employer Identification No.)

1551 Eastlake Avenue East, Suite 100, Seattle, WA

(Address of principal executive offices)

Registrant's telephone number,
including area code

98102

(Zip Code)

N/A

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

Check the appropriate box below if the Form 8-K 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 8.01 Other Events

Pursuant to our Articles of Incorporation, as most recently amended on February 22, 2010, we are authorized to issue up to 5,000,000 shares of preferred stock. On December 27, 2013, our Board of Directors approved the creation of a class of up to 1,250,000 preferred stock, par value \$0.001, called Series A Convertible Preferred Stock, and on January 6, 2014 we filed a Certificate of Designation for this class of stock with the Nevada Secretary of State. Under the terms of the Certificate of Designation, the Series A Convertible Preferred Stock:

- rank pari passu to the common stock with respect to rights on liquidation, winding up and dissolution;
- have no dividend rights except as may be declared by the Board in its sole and absolute discretion;
- Stock shall have the right to cast one thousand (1,000) votes for each share held of record on all matters submitted to a vote of holders of the Corporation's common stock; and
- shall automatically convert into shares of common stock upon the occurrence of a reverse stock split of the Corporation's common stock in which every 100 shares of the Corporation's common stock outstanding at the time that this certificate of designation was filed with the Secretary of State of Nevada is exchanged for one share of the Corporation's common stock, with each share of Series A Convertible Preferred Stock converting into five (5) shares of the Corporation's common stock (such number to be after the 100:1 reverse stock split).

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 (d)Exhibits.

<u>Exhibit</u>	<u>Exhibit Description</u>
3.1	Certificate of Amendment to Articles of Incorporation, dated February 22, 2010 (incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K, dated February 26, 2010)
3.2	Certificate of Designation for Series A Convertible Preferred Stock, dated January 6, 2014

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.

TAPIMMUNE INC.

Date: January 6, 2014

By: /s/ Glynn Wilson
Name: Glynn Wilson
Title: Chairman and CEO

Certificate of Designation For
Nevada Profit Corporations
(Pursuant to NRS 78.1955)

1. Name of corporation: TapImmune Inc.

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

Please see attached Certificate of Designation for the Series A Convertible Preferred Stock

3. Effective date of filing: (optional)

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

4. Signature:

/s/ Glynn Wilson
Signature of Officer

CERTIFICATE OF DESIGNATION

OF

TapImmune Inc.

Pursuant to Section 78.1955 of the

Nevada Revised Statutes

SERIES A CONVERTIBLE PREFERRED STOCK

On behalf of TapImmune 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 five million (5,000,000) shares of preferred stock, par value \$0.001 per share, of the Corporation authorized by Article III of the Articles of Incorporation ("Preferred Stock"), a series of Series A Convertible Preferred Stock, consisting of one million, two hundred and fifty thousand (1,250,000) 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 Series A Convertible Preferred Stock are as follows:

1. Designation; Rank. This series of Preferred Stock shall be designated and known as "Series A Convertible Preferred Stock." The number of shares constituting the Series A Convertible Preferred Stock shall be one million, two hundred and fifty thousand (1,250,000) shares. Except as otherwise provided herein, the Series A Convertible Preferred Stock shall, with respect to rights on liquidation, winding up and dissolution, rank pari passu to the common stock, par value \$0.001 per share (the "Common Stock").

2. Dividends. The holders of shares of Series A Convertible Preferred Stock have no dividend rights except as may be declared by the Board in its sole and absolute discretion, out of funds legally available for that purpose.

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 Series A Convertible Preferred Stock shall be entitled to participate in any distribution out of the assets of the Corporation on a five (5) to one 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. Voting. The holders of Series A Convertible Preferred Stock shall have the right to cast one thousand (1,000) votes for each share held of record on all matters submitted to a vote of holders of the Corporation's common stock, including the election of directors, and all other matters as required by law. There is no right to cumulative voting in the election of directors. The holders of Series A Preferred Stock shall vote together with all other classes and series of common stock of the Corporation as a single class on all actions to be taken by the common stock holders of the Corporation except to the extent that voting as a separate class or series is required by law.

5. Conversion of Series A Convertible Preferred Stock.

(a) Automatic conversion. Upon the occurrence of a reverse stock split of the Corporation's common stock in which every 100 shares of the Corporation's common stock outstanding at the time that this certificate of designation was filed with the Secretary of State of Nevada is exchanged for one share of the Corporation's common stock, each share of Series A Convertible Preferred Stock shall automatically convert into five (5) shares of the Corporation's common stock (such number to be after the aforementioned 100:1 reverse stock split), subject to adjustment as provided in this Section.

(b) No Fractional Shares. No fractional shares of Common Stock or scrip shall be issued upon conversion of shares of Series A Convertible Preferred Stock. In lieu of any fractional share to which the Holder would otherwise be entitled, 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 Series A Convertible Preferred Stock by the Corporation upon conversion of Series A Preferred Convertible Stock by such Holder.

(c) 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 (other than the 100:1 reverse stock split referred to in Section 5(a)), 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 Series A Convertible Preferred Stock will equal the number of shares of Common Stock that would otherwise be issued but for such Event.

(d) 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 Series A Convertible Preferred Stock.

IN WITNESS WHEREOF the undersigned has signed this Designation this December 24, 2013.

TapImmune Inc.

/s/ Glynn Wilson

Glynn Wilson

Chief Executive Officer and Director
