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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

Date of Report (Date of earliest event reported): **July 23, 2021**

**LIGHTBRIDGE CORPORATION**

(Exact name of registrant as specified in its charter)

|   |                             |                                      |
|---|-----------------------------|--------------------------------------|
| <b>Nevada</b>                                     | <b>001-34487</b>            | <b>91-1975651</b>                    |
| (State or other jurisdiction<br>of incorporation) | (Commission<br>File Number) | (IRS Employer<br>Identification No.) |

**11710 Plaza America Drive, Suite 2000**

**Reston, VA 20190**

(Address of principal executive offices, including zip code)

**(571) 730-1200**

(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))

Securities registered pursuant to Section 12(b) of the Act:

|  |                    |  |
|--|--------------------|--|
| Title of Each Class:                   | Trading Symbol(s): | Name of Each Exchange on Which Registered: |
| <b>Common Stock, \$0.001 par value</b> | <b>LTBR</b>        | <b>The Nasdaq Capital Market</b>           |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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. ☐

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

As previously reported, Lightbridge Corporation (the “Company”) received approval from the holders of a majority of the Company’s outstanding shares of common stock, \$0.001 par value per share (the “Common Stock”), to amend Section 4 of the Company’s Articles of Incorporation, as amended, to increase the authorized shares of Common Stock from 8,333,333 to 13,500,000.

The Company submitted a Certificate of Amendment to the Articles of Incorporation of the Company (the “Amendment”) with the Nevada Secretary of State on July 23, 2021. Following the filing of the Amendment, the Company shall have the authority to issue up to an aggregate of 13,500,000 shares of Common Stock. A copy of the Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit No.      Description**

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|                            |  |
|----------------------------|--|
| <a href="#"><u>3.1</u></a> | <a href="#"><u>Certificate of Amendment to the Articles of Incorporation of Lightbridge Corporation, dated July 23, 2021</u></a> |
|----------------------------|--|

## 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.

### LIGHTBRIDGE CORPORATION

Dated: July 29, 2021

By: /s/ Seth Grae

Name: Seth Grae

Title: President and Chief Executive Officer

DocuSign Envelope ID: 7F47D5D9-3840-4FDF-81C9-01EB26174075



**BARBARA K. CEGAUSKE**  
 Secretary of State  
 202 North Carson Street  
 Carson City, Nevada 89701-4201  
 (775) 684-5708  
 Website: [www.nvsos.gov](http://www.nvsos.gov)

|  |   |
|--|---|
| Filed in the Office of<br><i>Barbara K. Cegauske</i> | Business Number<br><b>C2412-1999</b>    |
| Secretary of State<br>State Of Nevada                | Filing Number<br><b>20211633075</b>     |
|  | Filed On<br><b>7/26/2021 8:00:00 AM</b> |
|  | Number of Pages<br><b>3</b>             |

**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

|   |   |
|---|---|
| <b>1. Entity information:</b>   | Name of entity as on file with the Nevada Secretary of State:<br><input type="text" value="Lightbridge Corporation"/><br>Entity or Nevada Business Identification Number (NVID): <input type="text" value="NV19991165491"/>   |
| <b>2. Restated or Amended and Restated Articles:</b><br>(Select one)<br>(If amending and restating only, complete section 1, 2, 3, 5 and 6) | <input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles<br><input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: <input type="text"/><br>The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate.<br><input type="checkbox"/> Amended and Restated Articles<br>* Restated or Amended and Restated Articles must be included with this filing type.  |
| <b>3. Type of Amendment Filing Being Completed:</b><br>(Select only one box)<br>(If amending, complete section 1, 3, 5 and 6.)              | <input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock)<br>The undersigned declare that they constitute at least two-thirds of the following:<br>(Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors<br>The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued<br><br><input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)<br>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: <input type="text" value="3,322,968"/><br><br><input type="checkbox"/> Officer's Statement (foreign qualified entities only) -<br>Name in home state, if using a modified name in Nevada:<br><input type="text"/><br>Jurisdiction of formation: <input type="text"/><br>Changes to takes the following effect:<br><input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution<br><input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger<br><input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion<br><input type="checkbox"/> Other: (specify changes)<br><input type="text"/><br><br>* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation. |

This form must be accompanied by appropriate fees.



**BARBARA K. CEGAVSKE**  
 Secretary of State  
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 Carson City, Nevada 89701-4201  
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**Profit Corporation:**  
**Certificate of Amendment** (PURSUANT TO NRS 78.380 & 78.385/78.390)  
**Certificate to Accompany Restated Articles or Amended and**  
**Restated Articles** (PURSUANT TO NRS 78.403)  
**Officer's Statement** (PURSUANT TO NRS 80.030)

**4. Effective Date and Time:** (Optional)

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

**5. Information Being Changed:** (Domestic corporations only)

Changes to takes the following effect:

- ☐ The entity name has been amended.
- ☐ The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- ☐ The purpose of the entity has been amended.
- ☒ The authorized shares have been amended.
- ☐ The directors, managers or general partners have been amended.
- ☐ IRS tax language has been added.
- ☐ Articles have been added.
- ☐ Articles have been deleted.
- ☐ Other.

The articles have been amended as follows: (provide article numbers, if available)

Section 4 amended to increase authorized common stock to 13,500,000

(attach additional page(s) if necessary)

**6. Signature:**  
 (Required)

|  |  |
|--|--|
| DocuSigned by:<br>X<br>Signature of Officer or Authorized Signer<br>DocuSigned by:<br>X<br>Signature of Officer or Authorized Signer | Chief Executive Officer<br>Title<br>Chief Financial Officer<br>Title |
|--|--|

\*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.

**Please include any required or optional information in space below:**  
 (attach additional page(s) if necessary)

Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 – After Issuance of Stock)

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: 3,322,968  
 Continued on attachment.

This form must be accompanied by appropriate fees.



## LIGHTBRIDGE CORPORATION

Section 4 of the Articles of Incorporation of Lightbridge Corporation shall be amended and restated as follows:

**4. Authorized Capital.** The aggregate number of shares that the corporation will have authority to issue is twenty-three million, five hundred thousand (23,500,000), of which thirteen million, five hundred thousand (13,500,000) shares will be common stock, with a par value of \$0.001 per share, and ten million (10,000,000) shares will be preferred stock, with a par value of \$0.001 per share. This preferred stock may be divided into and issued in series, each of which shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. The board of directors of the corporation is authorized, within any limitations prescribed by law, to fix and determine the designations, qualifications, preferences, limitations and terms of the shares of any series of preferred stock.