
**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): **January 21, 2020**

UNIROYAL GLOBAL ENGINEERED PRODUCTS, INC.

(Exact name of registrant as specified in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation or Organization)

000-50081
(Commission File Number)

65-1005398
(IRS Employer Identification No.)

1800 Second Street, Suite 970
Sarasota, Florida
(Address of Principal Executive Offices)

34236
(Zip Code)

Registrant's telephone number, including area code: **(941) 906-8580**

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 (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.

Securities registered under Section 12(b) of the Act: None.

Item 3.03 Material Modification to Rights of Security Holders.

On January 21, 2020, Uniroyal Global Engineered Products, Inc. (the “Company”) filed with the Secretary of State of the State of Nevada an amendment to its Articles of Incorporation which amendment will be effective as of January 31, 2020 or such date to be determined by the Chief Executive Officer of the Company once the Company receives authorization from FINRA regarding the stock split (the “Effective Date”), to evidence a one for five reverse stock split (the “Reverse Stock Split”) of its common stock, par value \$0.001 per share (the “Common Stock”). As a result of the Reverse Stock Split, every five shares of outstanding common stock will automatically be converted into one share of the Company’s common stock immediately prior to the opening of trading on the next business day after the Effective Date. The conversion will be into shares of the same class of common stock then held by the stockholder. Stockholders who would have been entitled to a fractional share will instead receive a cash payment in lieu of the fractional share. The aggregate number of shares of Common Stock that the Company is authorized to issue remains the same and was unaffected by the Reverse Stock Split.

The Company’s Board of Directors approved the Reverse Stock Split on January 17, 2020. The Company’s shareholders approved the Reverse Stock Split on June 5, 2019. The Reverse Stock Split will become effective at the Effective Date. All outstanding stock options and other contractual rights including the preferred stock entitling the holders of such rights to acquire shares of Common Stock outstanding at the Effective Date will be appropriately adjusted to give effect to the Reverse Stock Split.

A new CUSIP number will be issued for the Common Stock to distinguish stock certificates issued after the Effective Date.

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

The information set forth in Item 3.03 of this report is incorporated in this Item 5.03 by reference in its entirety.

Item 8.01

On January 27, 2020, the Company issued a press release announcing the Reverse Stock Split. A copy of the press release is being furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits

(c)

Exhibit Number Description

3.1 [Articles of Amendment to the Articles of Incorporation of Uniroyal Global Engineered Products, Inc.](#)

99.1 [Press Release dated January 27, 2020](#)

SIGNATURE

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 thereunto duly authorized.

UNIROYAL GLOBAL ENGINEERED PRODUCTS, INC.

Date: January 27, 2020

By: /s/ Howard R. Curd
Howard R. Curd
Chief Executive Officer

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
UNIROYAL GLOBAL ENGINEERED PRODUCTS, INC.

Know all men by these presents:

That we, the undersigned, have this day voluntarily associated ourselves together for the purpose of forming a corporation under and pursuant to the provisions of Nevada Revised Statutes 78.010 to Nevada Revised Statutes 78.090 inclusive, as amended, and certify that:

ARTICLE I

The name of this corporation was Invisa, Inc. and is changed, effective July 15, 2015, to Uniroyal Global Engineered Products, Inc.

ARTICLE II

The Resident Agent of this corporation in Nevada shall be The Corporation Trust Company of Nevada, 311 South Division Street, Carson City, Nevada 89703. Offices for the transaction of any business of the Corporation, and where meetings of the Board of Directors and of Stockholders may be held, may be established and maintained in any other part of the State of Nevada, or in any other state, territory or possession of the United States of America, or in any foreign country as the Board of Directors may, from time to time, determine.

ARTICLE III

The nature of the business and the objects and purpose proposed to be transacted, promoted or carried on by the Corporation is to conduct any lawful activity in accordance with the Laws of the State of Nevada and the United States of America, including, but not limited to, the following:

- 1) Shall have the rights, privileges and powers as may be conferred upon a corporation by any existing law.
 - 2) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.
 - 3) This corporation shall have perpetual existence.
 - 4) To sue or be sued in any Court of Law.
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- 5) To make contracts.
- 6) To hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by device or bequest in this state, or in any other state, territory or country.
- 7) To appoint such officers and agents as the affairs of the Corporation shall require, and to allow them suitable compensation.
- 8) To make By-Laws not inconsistent with the Constitution or Laws of the United States, or of the State of Nevada, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its Stockholders.
- 9) To wind up and dissolve itself, or be wound up and dissolved, according to existing law.
- 10) To adopt or use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the Corporation on any corporate document is not necessary. The Corporation may use a seal or stamp if it desires, but such use or nonuse shall not in any way affect the legality of the document.
- 11) To borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or other security, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.
- 12) To guarantee, purchase, hold, take, obtain, receive, subscribe for, own, use, dispose of, sell, exchange, lease, lend, assign, mortgage, pledge, or otherwise acquire, transfer or deal in or with bonds or obligations of, or shares, securities or interests in or issued by any person, government, governmental agency or political subdivision of government, and to exercise all the rights, powers and privileges of ownership of such an interest, including the right to vote, if any.
- 13) To purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or funds.
- 14) To conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in this state, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.

15) To do everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or in any amendment thereof or necessary or incidental to the protection and benefit of the Corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not the business is similar in nature to the objects set forth in the Articles of Incorporation, or in any amendment thereof.

16) To make donations for public welfare or for charitable, scientific or educational purposes.

17) To enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities.

ARTICLE IV (amended 3/24/03)

The capital stock of this corporation shall consist of twenty-five million shares of common stock (25,000,000), with a par value of \$0.001 per share, all of which stock shall be entitled to voting power. The Corporation may issue the shares of stock for such consideration as may be fixed by the Board of Directors. The amount of the total authorized capital stock of the corporation shall be One Hundred Million (100,000,000) shares, consisting of Ninety-Five Million (95,000,000) shares of Common Stock, par value \$.001 per share, and Five Million (5,000,000) shares of Preferred Stock, par value \$.001 per share. The rights and preferences of the Preferred Stock shall be set by the Board of Directors.

ARTICLE V

The members of the governing board of the corporation shall be styled directors. The Board of Directors shall consist of one (1) person. The number of directors of this corporation may, from time to time, be increased or decreased by an amendment to the By-Laws in that regard and without the necessity of amending the Articles of Incorporation. A majority of the Directors in office, present at any meeting of the Board of Directors, duly called, whether regular or special, shall always constitute a quorum for the transaction of business, unless the By-Laws otherwise provide.

ARTICLE VI

This corporation shall have a president, a secretary, a treasurer, and a resident agent, to be chosen by the Board of Directors. Any person may hold two or more offices.

ARTICLE VII

The capital stock of the Corporation, after the fixed consideration thereof has been paid or performed, shall not be subject to assessment, and the individual Stockholders of this corporation shall not be individually liable for the debts and liabilities of this Corporation, and the Articles of Incorporation shall never be amended as to the aforesaid provisions.

ARTICLE VIII

The Board of Directors is expressly authorized: (subject to the By-Laws, if any, adopted by the Stockholders)

- 1) To make, alter or amend the By-Laws of the Corporation.
- 2) To fix the amount in cash or otherwise, to be reserved as working capital.
- 3) To authorize and cause to be executed mortgages and liens upon the property and franchises of the Corporation.
- 4) To by resolution or resolutions passed by a majority of the whole board, designate one or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution or resolutions or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may have power to authorize the seal of the Corporation to be affixed to all papers on which the Corporation desires to place a seal. Such committee or committees shall have such name or names as may be stated in the By-Laws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors.
- 5) To sell, lease or exchange all of its property and assets, including its goodwill and its corporate franchises, up on such terms and conditions as the board deems expedient and for the best interests of the Corporation, when and as authorized by the affirmative vote of the Stockholders holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose.

ARTICLE IX

The Directors of this Corporation need not be Stockholders.

ARTICLE X

In the absence of fraud, no contract or other transaction of the Corporation shall be affected by the fact that any of the Directors are in any way interested in, or connected with, any other party to such contract or transaction, or are themselves, parties to such contract or transaction, provided that this interest in any such contract or transaction of any such director shall at any time be fully disclosed or otherwise known to the Board of Directors, and each and every person who may become a director of the Corporation is hereby relieved of any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XI

No director or officer of the Corporation shall be personally liable to the Corporation or any of its Stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer provided, however, that the foregoing provision shall not eliminate or limit the liability of a director or officer for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law, or the payment of dividends in violation of Section 78.300 of the Nevada Revised Statutes. Any repeal or modification of this Article by the Stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

ARTICLE XII

Except to the extent limited or denied by Nevada Revised Statutes 78.265 Shareholders shall have no preemptive right to acquire unissued shares, treasury shares or securities convertible into such shares, of this corporation.

ARTICLE XIII (added 1/10/11)

Upon filing of this certificate of amendment, the corporation shall effect a one-for-5 reverse split whereby each outstanding share of common stock, par value \$0.001 per share shall, without any action on the part of the holder, become and be converted into 0.20 shares of common stock, par value \$0.001 per share. In connection with the reverse split, no fractional shares shall be issued. In lieu of fractional shares, each holder who would otherwise be entitled to receive fractional shares of new common stock, will, upon surrender of the certificates representing shares of old common stock, receive such additional fractional share as will result in the holder having a whole number of shares.

ARTICLE XIV (added 1/22/20)

Upon filing of these Amended and Restated Articles of Incorporation with the Secretary of State of the State of Nevada and receipt of authorization from FINRA, the corporation shall effect a one-for-five reverse split, whereby each outstanding share of common stock, par value \$0.001 per share, shall, without any action on the part of the holder, become and be converted into 0.20 shares of common stock, par value \$0.001 per share. In connection with the reverse split, no fractional shares shall be issued. In lieu of fractional shares, each holder who would otherwise be entitled to receive fractional shares of new common stock will, upon surrender of the certificates representing shares of old common stock, receive certificates of full shares of new common stock and a cash payment in lieu of the fractional shares of the same class of common stock as the shares held by each stockholder prior to the stock split. The cash payment will be based on the price of the common stock in the latest transaction in the common stock prior to the effective date of the reverse stock split.



Press Release

Uniroyal Global Engineered Products, Inc. Announces 1-For-5 Reverse Stock Split

SARASOTA, FL, January 27, 2020 -- Uniroyal Global Engineered Products, Inc. (OTCQB:UNIR), a manufacturer of coated fabrics, today announced that it filed a Certificate of Amendment to its Amended and Restated Articles of Incorporation with the Secretary of State of the State of Nevada to effect a 1-for-5 reverse stock split of shares of the Company's common stock, par value \$0.001 per share. Such amendment and ratio were previously approved by the Company's stockholders and board of directors on June 5, 2019. The reverse stock split is intended to provide a capital structure that may facilitate further potential business and financing transactions and also increase the trading price of the Company's common stock. The reverse stock split does not have any impact on the voting and other rights of stockholders and will have no impact on the Company's business operations or any of its outstanding indebtedness.

The reverse stock split is scheduled to take effect after the market closes on January 31, 2020 or such other date determined by the Company's Chief Executive Officer once the Company receives authorization from FINRA regarding the stock split (the "Effective Date"). Shares of the Company's common stock are expected to begin trading on a split-adjusted basis on the next business day after the Effective Date. As a result of the reverse stock split, every five (5) shares of the Company's pre-reverse-split common stock will be combined and reclassified into one (1) share of common stock in the same class of common stock as was held prior to the Effective Date. Trading in the common stock will continue on the OTC under the ticker symbol "UNIR," but the stock will be assigned a new CUSIP number to distinguish stock certificates issued after the Effective Date.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who would otherwise hold a fractional share of the Company's common stock will receive payment in cash in lieu of any such resulting fractional shares of common stock, as the post-reverse-split amounts of common stock will be rounded down to the nearest full share. Such cash payment in lieu of a fractional share of common stock will be calculated by multiplying such fractional interest in one share of common stock by the trading price of the Company's common stock in the last transaction reported immediately preceding the Effective Date and rounded to the nearest cent.

Stockholders of record will be receiving information from the Company's transfer agent, Continental Stock Transfer, regarding their share ownership following the reverse stock split and any payments of cash in lieu of fractional shares, if applicable.

About Uniroyal Global Engineered Products, Inc.

Uniroyal Global Engineered Products, Inc. (UNIR) is a leading manufacturer of vinyl-coated fabrics that are durable, stain resistant, cost-effective alternatives to leather, cloth and other synthetic fabric coverings. Uniroyal Global Engineered Products, Inc.'s revenue in 2018 was derived 66.2% from the automotive industry and approximately 33.8% from the recreational, industrial, indoor and outdoor furnishings, hospitality and healthcare markets. Our primary brand names include Naugahyde[®], BeautyGard[®], Flame Blocker[™], Spirit Millennium[®], Ambla[®], Amblon[®], Velbex[®], Cirroflex[®], Plastolene[®] and Vynide[®].

Forward-Looking Statements:

Except for statements of historical fact, certain information contained in this press release constitutes forward-looking statements, including, without limitation, statements containing the words "believe," "expect," "anticipate," "intend," "should," "planned," "estimated" and "potential" and words of similar import, as well as all references to the future. These forward-looking statements are based on Uniroyal Global Engineered Products, Inc.'s current expectations. The Company cautions investors that any forward-looking statements made by the Company are not guarantees of future performance and that a variety of factors could cause the Company's actual results and experience to differ materially from the anticipated results or other expectations expressed in the Company's forward-looking statements. The risks and uncertainties which may affect the operations, performance, development and results of the Company's business include, but are not limited to, the following: uncertainties relating to economic conditions, uncertainties relating to customer plans and commitments, the pricing and availability of equipment, materials and inventories, currency fluctuations, technological developments, performance issues with suppliers, economic growth, delays in testing of new products, the Company's ability to successfully integrate acquired operations, the Company's dependence on key personnel, the Company's ability to protect its intellectual property rights, the effectiveness of cost-reduction plans, rapid technology changes and the highly competitive environment in which the Company operates. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statement was made.

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