

SURGE COMPONENTS INC
Form 8-K/A
January 11, 2012

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K/A
Amendment No. 2

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported) August 31, 2010

Surge Components, Inc.
(Exact name of registrant as specified in its charter)

| | | |
|---|--|---|
| Nevada (State or other jurisdiction of incorporation) | 000-27688 (Commission File Number) | 11-2602030 (I.R.S. Employer Identification No.) |
| 95 East Jefryn Blvd., Deer Park, New York (Address of principal executive offices) | | 11729 (Zip Code) |

Registrant's telephone number, including area code (516) 595-1818

With Copies to:
Barry I. Grossman.
Ellenoff Grossman & Schole LLP
150 East 42nd Street
New York, NY 10017

N/A.
(Former name or former address, if changed since last report.)

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))
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Pre-commencement communications pursuant to Rule 13e-4(c) under the
Exchange Act (17 CFR 240.13a-4(c))

EXPLANATORY NOTE

This Amendment No. 2 to the Current Report on Form 8-K/A (this “Amendment”) is being filed solely to amend and include a revised Exhibit 3.3 - Articles of Incorporation. The previously filed Exhibit 3.3 did not contain the Company’s Certificates of Designation for the Company’s outstanding classes of Preferred Stock.

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

On August 31, 2010, Surge Components, Inc. (the “Company”) received notification that its certificate of merger (the “Certificate of Merger”) of Surge Components, Inc., a New York corporation, into Surge Components, Inc., a Nevada corporation, was accepted by the New York Secretary of State. The Company received notification that its articles of merger (the “Articles of Merger”) was accepted by the Nevada Secretary of State on August 26, 2010. Pursuant to the Certificate of Merger and the Articles of Merger, the Company was merged with and into Surge Components, Inc., a Nevada corporation (“Surge Nevada”), such that the Company is now a Nevada corporation (the “Reincorporation”), and the articles of incorporation and by-laws of Surge Nevada prior to the Reincorporation are now the articles of incorporation and by-laws of the Company. There were no material differences between the articles of incorporation and by-laws of Surge Nevada and those of the Company prior to the Reincorporation except as follows:

The authorized capital of Surge Nevada, and thus now of the Company, is 80,000,000 shares, consisting of 75,000,000 shares of common stock, par value \$0.001, and 5,000,000 shares of preferred stock, par value \$0.001.

The board of directors of Surge Nevada, and thus now of the Company, is divided into three classes, with each class as nearly equal in number as the then-authorized number of directors constituting the board of directors permits, with the term of the office of one class expiring each year.

Item 9.01 Financial Statements and Exhibits.

| Exhibit Number | Description |
|----------------|---|
| 3.1 | Certificate of Merger * |
| 3.2 | Articles of Merger * |
| 3.3 | Articles of Incorporation, filed herewith |
| 3.4 | By-laws * |

* previously filed

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.

Dated this 11th day of January 2012

Surge Components, Inc.

By:

/s/ Ira Levy

Ira Levy

Chief Executive Officer