

## Submission Data File

General Information	
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Group Name	
Items*	5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year 9.01 Financial Statements and Exhibits
SROS*	NONE
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Depositor 33 File Number	
Fiscal Year*	12/31
Item Submission Type	
Period*	04-13-2020
ABS Asset Class Type	
ABS Sub Asset Class Type	
Sponsor CIK	
Emerging Growth Company	No
Elected not to use extended transition period	No
(End General Information)	

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Notifications	
Notify via Website only	No
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(End Notifications)	

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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): April 13, 2020

**PACIFIC VENTURES GROUP, INC.**

(Exact name of registrant as specified in its charter)

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Delaware  
(State or other jurisdiction  
of incorporation)

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000-54584  
(Commission  
File Number)

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75-2100622  
(I.R.S. Employer  
Identification No.)

**117 West 9th Street, Suite 316**  
**Los Angeles, CA 90015**  
(Address of principal executive offices) (Zip Code)

**(310) 392-5606**  
(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: None

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.

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### **Item 5.03 Amendment to Certificate of Incorporation**

On April 13, 2020, Pacific Ventures Group, Inc. (the “Company”) effected a reverse split (“Reverse Stock Split”) of its issued common stock in a ratio of 1-for-500, as previously approved by its shareholders and Board of Directors. The Company’s symbol will be appended with the letter “D” which will be removed in 20 business days, at which time the symbol will revert back to PACV. As a result of the Reverse Stock Split, every 500 shares of the Company’s issued and outstanding common stock, par value \$.0001 per share, will be converted into one (1) share of common stock, par value \$.001 per share, reducing the number of issued and outstanding shares of the Company’s common stock. The Company’s authorized shares will remain unchanged at 900,000,000 (Nine Hundred Million). The new CUSIP number for the Shares will be 695042200.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares because they hold a number of pre-reverse stock split shares of the Company’s common stock not evenly divisible by 500, will have the number of post-reverse split shares of the Company’s common stock to which they are entitled rounded up to the nearest whole number of shares of the Company’s common stock. No stockholders will receive cash in lieu of fractional shares.

### **Item 9.01 Exhibits.**

#### **Exhibit No.**

3.1 [Amendment to Articles of Incorporation](#)

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**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.

PACIFIC VENTURES GROUP, INC.

Dated: April 13, 2020

By: /s/ Shannon Masjedi

Name: Shannon Masjedi

Title: President, Chief Executive Officer and Interim Chief  
Financial Officer

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## Exhibit 3.1

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 12:40 PM 01/16/2020  
FILED 12:40 PM 01/16/2020  
SR 20200331460 - FileNumber 2103535

**STATE OF DELAWARE  
CERTIFICATE OF AMENDMENT  
OF CERTIFICATE OF INCORPORATION**

The corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware does hereby certify:

**FIRST:** That at a meeting of the Board of Directors of **Pacific Ventures Group Inc.** resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

**RESOLVED,** the fourth article of the Certificate of Incorporation of Corporation be amended by consolidating the issued shares of the corporation on the basis that 500 (five hundred) of such shares shall become one (1) share; provided that no fractional shares of the corporation shall be issued in connection with the consolidation and the number of shares to be received by a stockholder shall be rounded up to the nearest whole number of shares in the event that such stockholder would otherwise be entitled to receive a fractional share upon such consolidation. Upon such consolidation, the Article IV of the Certificate of Incorporation of the Corporation, shall be amended to read as follows:

**“Fourth:** The Corporation is authorized to issue a total of 910,000,000 shares, consisting of 10,000,000 shares of preferred stock having a par value of \$0.001 per share (hereinafter referred to as “Preferred Stock”), and 900,000,000 shares of common stock having a par value \$0.001 per share (hereinafter referred to as “Common Stock”). Shares of any class of stock may be issued, without shareholder action, from time to time in one or more series as may from time to time be determined by the board of directors. The board of directors of this Corporation is hereby expressly granted authority, without shareholder action, and within the limits set forth in the General Corporation Law of Delaware, to:

- (a) designate in whole or in part, the powers, preferences, limitations, and relative rights, of any class of shares before the issuance of any shares of that class;
  - (b) create one or more series within a class of shares, fix the number of shares of each such series, and designate, in whole or part, the powers, preferences, limitations, and relative rights of the series, all before the issuance of any shares of that series;
  - (c) alter or revoke the powers, preferences, limitations, and relative rights granted to or imposed upon any wholly unissued class of shares or any wholly unissued series of any class of shares; or
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(d) increase or decrease the number of shares constituting any series, the number of shares of which was originally fixed by the board of directors, either before or after the issuance of shares of the series; provided that, the number may not be decreased below the number of shares of the series then outstanding, or increased above the total number of authorized shares of the applicable class of shares available for designation as a part of the series.

The allocation between the classes, or among the series of each class, of unlimited voting rights and the right to receive the net assets of the Corporation upon dissolution, shall be as designated by the board of directors. All rights accruing to the outstanding shares of the Corporation not expressly provided for to the contrary herein or in the Corporation's bylaws or in any amendment hereto or thereto shall be vested in the Common Stock. Accordingly, unless and until otherwise designated by the board of directors of the Corporation, and subject to any superior rights as so designated, the Common Stock shall have unlimited voting rights and be entitled to receive the net assets of the Corporation upon dissolution."

**SECOND:** That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

**THIRD:** That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

**IN WITNESS WHEREOF**, said corporation has caused this certificate to be signed this day of 1/15/2020, 2020.

DocuSigned by:  
*shannon masjedi*  
F4F53828FB424FA

By: \_\_\_\_\_

Title: president

Name: shannon masjedi

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