

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): June 15, 2017

**QUEST PATENT RESEARCH CORPORATION**  
(Exact Name of Registrant as Specified in Charter)

<b>Delaware</b>	<b>33-18099-NY</b>	<b>11-2873662</b>
(State or Other Jurisdiction of Incorporation)	(Commission File Number)	(IRS Employer Identification No.)
411 Theodore Fremd Ave., Suite 206S, Rye, NY		10580-1411
(Address of Principal Executive Offices)		(Zip Code)

Registrant's telephone number, including area code (888) 743-7577

Check the appropriate box if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communication 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 communication pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communication 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 (§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.

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

On June 15, 2017, Quest Patent Research Corporation (the "Company") amended its amended and restated certificate of incorporation following approval of the amendment by the stockholders at the 2017 annual meeting of stockholders which was held on June 15, 2017. A copy of the certificate of amendment is filed as an exhibit to this Form 8-K.

The amendment increased the number of authorized shares of common stock from 1,250,000,000 shares to 10,000,000,000 shares.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On June 15, 2017, the Company held its 2017 annual meeting of stockholders. At the meeting, the stockholders voted on the election of one Class I director and the approval of an amendment to the Company's amended and restated certificate of incorporation which increased the number of authorized shares of common stock to 10,000,000,000 shares.

The nominee recommended by the board of directors was elected. The results of the voting for the Class I nominee for director was as follows:

Name	Votes For	Votes Withheld
Jon C. Scahill	164,670,487	7,523,317

The vote for the approval of the amended certificate of incorporation was as follows:

For:	257,872,019
Against:	8,862,551
Abstain:	1,044,328

**Item 9.01. Financial Statements and Exhibits.**

3.1 [Certificate of amendment to the Company's amended and restated certificate of incorporation.](#)

QUEST PATENT RESEARCH CORPORATION  
(Registrant)

Date: June 16, 2017

/s/ Jon C. Scahill

By: Jon C. Scahill

Title: Chief Executive Officer

EX-3.1 2 f8k061517ex3i\_questpatent.htm CERTIFICATE OF AMENDMENT TO THE COMPANY'S AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

**Exhibit 3.1**

CERTIFICATE OF AMENDMENT  
TO THE  
CERTIFICATE OF INCORPORATION  
OF  
QUEST PATENT RESEARCH CORPORATION

Quest Patent Research Corporation, a corporation organized and existing under the General Corporation Law of the State of Delaware (the "corporation"), does hereby certify:

1. The Certificate of Incorporation of the corporation was filed with the Secretary of State on July 17, 1987. An Amended and Restated Certificate of Incorporation (the "Restated Certificate of Incorporation") of the corporation was filed with the Secretary of State on January 22, 2016.

2. Paragraph (a) of Article FOURTH of the Restated Certificate of Incorporation is hereby amended and restated to read as follows:

"FOURTH: (a) The total number of shares of capital stock which the Corporation shall have authority to issue is ten billion ten million (10,010,000,000) shares, of which (i) ten million (10,000,000) shares are designated as preferred stock, with a par value of \$0.00003 per share ("Preferred Stock"), and (ii) ten billion (10,000,000,000) shares are designated as common stock, with a par value of \$0.00003 per share ("Common Stock")."

3. This Amendment to the Restated Certificate of Incorporation has been duly adopted in accordance with the provisions of Sections 242 of the General Corporation Law of Delaware.

4. The capital of the corporation will not be reduced under or by reason of any amendment herein certified.

IN WITNESS WHEREOF, Quest Patent Research Corporation has caused this Certificate to be signed by its Chief Executive Officer this 15<sup>th</sup> day of June, 2017.

/s/ Jon C. Scahill

Jon C. Scahill, Chief Executive Officer