

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

FORM 8-K
CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 12, 2019

THE OLB GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	000-52994 (Commission File Number)	13-4188568 (I.R.S. Employer Identification Number)
200 Park Avenue, Suite 1700, New York, NY (Address of principal executive offices)		10166 (Zip Code)

Registrant's telephone number, including area code: **(212) 278-0900**

Not Applicable

(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 to 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 (§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.

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	N/A	N/A

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

The OLB Group, Inc. (the "Company") filed with the Delaware Secretary of State a Certificate of Amendment to Certificate of Incorporation (as corrected by a Certificate of Correction, the "Certificate of Amendment") which became effective on November 12, 2019 to (1) effect a one-for-thirty (1:30) reverse stock split (the "Reverse Stock Split") of the shares of the Company's common stock, par value \$0.0001 per share (the "Common Stock") and (2) indemnify the directors, officers, employees or other agents of the Company (the "Indemnitees") to the fullest extent permitted by the DGCL (the "Indemnification Provision"). The Reverse Stock Split and Indemnification Provision were approved by the Company's sole director and majority stockholder on October 4, 2019.

As a result of the Reverse Stock Split, every thirty (30) shares of issued and outstanding Common Stock was automatically combined into one (1) issued and outstanding share of Common Stock, without any change in the par value per share. No fractional shares were issued as a result of the Reverse Stock Split and any fractional shares resulting from the reverse stock split were rounded up to the nearest whole share. Following the Reverse Stock Split, the number of shares of Common Stock outstanding was reduced from 162,350,364 shares to 5,411,896 shares. The shares of Common Stock underlying the Company's outstanding stock options and warrants have been similarly adjusted along with corresponding adjustments to their exercise prices. The number of authorized shares of Common Stock under the Certificate of Incorporation will remain unchanged at 200,000,000 shares.

The Company's transfer agent, Transfer Online, is the exchange agent for the Reverse Stock Split and will correspond with stockholders of record regarding the Reverse Stock Split. Stockholders owning shares via a broker or other nominee will have their positions automatically adjusted to reflect the Reverse Stock Split.

The Common Stock has begun trading on a reverse stock split-adjusted basis as of November 12, 2019. The Common Stock will trade for 20 days on a post-split basis under the temporary symbol "OLBGD," with the "D" added to signify that the reverse stock split has occurred.

As a result of the adoption of the Indemnification Provision, the Company will more fully indemnify the Indemnitee's to the fullest extent permitted by the Delaware General Corporation Law (the "DGCL"). In particular, (i) the Company will now advance the payment of expenses (including, without limitation, attorneys' fees) incurred against any Indemnitee in defending any civil, criminal, administrative, or investigative action, suit or proceeding for which such Indemnitee may be entitled to indemnification in advance of a final disposition of any matter and such undertaking may be made without reference to the financial ability of the Indemnitee to remake the payment upon receipt of an undertaking by or on behalf of such Indemnitee to repay such amount if it will ultimately be determined that he is not entitled to be indemnified as authorized by the Certificate of Amendment and (ii) no amendment, termination or repeal of the indemnification provisions in the Company's Certificate of Incorporation, as amended, or of the relevant provisions of the DGCL or any other applicable laws shall affect or diminish in any way the rights of any Indemnitee to receive indemnification.

The forgoing description of the Certificate of Amendment and the Certificate of Correction, which are attached as Exhibits 3.1 and 3.2 to this Current Report on Form 8-K, and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit Number</u>	<u>Exhibit Description</u>
3.1	Certificate of Amendment to Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on November 8, 2019.
3.2	Certificate of Correction to Certificate of Amendment to Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on November 14, 2019.
99.1	Press Release dated November 11, 2019.

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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 hereunto duly authorized.

Dated: November 14, 2019

THE OLB GROUP

By: /s/ Ronny Yakov
Name: Ronny Yakov
Title: Chief Executive Officer

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EX-3.1 2 f8k110819ex3-1_theolbgroup.htm CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION, AS FILED WITH THE SECRETARY OF STATE OF THE STATE OF DELAWARE ON NOVEMBER 8, 2019.

Exhibit 3.1

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF THE OLB GROUP, INC.**

The undersigned, for the purposes of amending the Certificate of Incorporation of The OLB Group, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby certify that:

FIRST: The Board of Directors of the Corporation (the "Board") duly adopted by written consent filed with the minutes of the Board in accordance with Section 141(f) of the DCGL on October 4, 2019, a resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of said Corporation to consummate a reverse stock split of the Corporation's common stock, par value \$0.01 per share (the "Common Stock") and to add a new Article XI of the Certificate of Incorporation of said Corporation.

SECOND: That upon the effectiveness of this Certificate of Amendment (the "Split Effective Time") each share of the Common Stock issued and outstanding immediately prior to the date and time of the filing hereof with the Secretary of State of Delaware shall be automatically changed and reclassified into a smaller number of shares such that each thirty (30) shares of issued Common Stock immediately prior to the Split Effective Time is reclassified into one share of Common Stock. Notwithstanding the immediately preceding sentence, there shall be no fractional shares issued and, in lieu thereof, a holder of Common Stock on the Split Effective Time who would otherwise be entitled to a fraction of a share as a result of the reclassification, following the Split Effective Time, shall receive a full share of Common Stock upon the surrender of such stockholders' old stock certificate. No stockholders will receive cash in lieu of fractional shares.

THIRD: That upon the effectiveness of this Certificate of Amendment, there shall be a new Article XI of the Certificate of Incorporation of said Corporation as follows:

"ARTICLE XI

The Corporation, to the full extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as amended from time to time ("DGCL"), shall indemnify all persons whom it may indemnify pursuant thereto. Expenses (including, without limitation, attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit or proceeding for which such officer or director may be entitled to indemnification hereunder shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized hereby. Any repeal or modification of this Article XI by the stockholders of the Corporation or any repeal or modification of the relevant provisions of the DGCL shall not adversely affect any right or protection of a person or entity entitled to indemnification hereunder with respect to events occurring prior to the time of such repeal or modification. For purposes of this Article XI, references to "the Corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, employees, fiduciaries and agents, so that any person or entity who is or was a director, officer, employee, fiduciary or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article XI with respect to the resulting or surviving corporation as he, she or it would have with respect to such constituent corporation if its separate existence had continued. The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article XI shall not be exclusive of any other right which any person or entity may have or hereafter acquire under any statute, provision of this certificate of incorporation, By-law, agreement, vote of stockholders or disinterested directors or otherwise."

FOURTH: That in lieu of a meeting and vote of the stockholders of the Corporation (the "Stockholders"), the Stockholders have given written consent to

said amendments in accordance with the provisions of Section 228 of the DGCL, and written notice of the adoption of the amendments has been given as provided in Section 228 of the DGCL to every stockholder entitled to such notice.

FIFTH: The aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the DGCL.

SIXTH: The aforesaid amendment shall be effective as of 9:00 A.M. Eastern Standard Time on November 12, 2019.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Certificate of Incorporation of the Corporation to be duly executed by the undersigned this 8th day of November, 2019.

THE OLB GROUP, INC

By: /s/ Ronny Yakov
Name: Ronny Yakov
Title: Chief Executive Officer

EX-3.2 3 f8k110819ex3-2_theolbgroup.htm CERTIFICATE OF CORRECTION TO CERTIFICATE OF AMENDMENT TO CERTIFICATE OF INCORPORATION, AS FILED WITH THE SECRETARY OF STATE OF THE STATE OF DELAWARE ON NOVEMBER 14, 2019

Exhibit 3.2

STATE OF DELAWARE

CERTIFICATE OF CORRECTION

The OLB Group, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

1. The name of the corporation is The OLB Group, Inc. (the "Company").
2. That a Certificate of Amendment to the Company's Certificate of Incorporation (the "Certificate") was filed with the Secretary of State of Delaware on November 8, 2019 and that said Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy of said Certificate is as follows: The par value of the Company's common stock was incorrectly stated.
4. Article FIRST of the Certificate is corrected to read as follows: "FIRST: The Board of Directors of the Corporation (the "Board") duly adopted by written consent filed with the minutes of the Board in accordance with Section 141(f) of the DCGL on October 4, 2019, a resolution proposing and declaring advisable an amendment to the Certificate of Incorporation of said Corporation to consummate a reverse stock split of the Corporation's common stock, par value \$0.0001 per share (the "Common Stock") and to add a new Article XI of the Certificate of Incorporation of said Corporation."

IN WITNESS HEREOF, said corporation has caused this Certificate of Correction to be filed on this 14th day of November, 2019.

THE OLB GROUP, INC.

By: /s/ Ronny Yakov
Name: Ronny Yakov
Title: Chief Executive Officer

EX-99.1 4 f8k110819ex99-1_theolbgroup.htm PRESS RELEASE DATED NOVEMBER 11, 2019.

Exhibit 99.1

The OLB Group, Inc. Announces One-for-Thirty Reverse Stock Split

Split to be effective tomorrow, Tuesday, November 12, 2019

New York, NY – November 11, 2019 - The OLB Group, Inc. (OTC: OLBG) ("OLB" or the "Company"), a FinTech company and a payment facilitator that, through our subsidiaries, focuses on a suite of products in the merchant services and payment facilitator verticals, today announced that, effective at 9:00 a.m. Eastern Standard Time on Tuesday, November 12, 2019, the Company will implement a 1-for-30 reverse stock split of the Company's common stock.

Beginning on November 12, 2019, OLB's common stock will trade on the OTC Market on a reverse split-adjusted basis under the new CUSIP number 67086U307. The Company's common stock will trade for 20 days on a post-split basis under the temporary symbol "OLBGD," with the "D" added to signify that the reverse stock split has occurred.

The reverse split was approved by the Company's board of directors under authority granted by the Company's stockholders as described in the Company's Information Statement dated October 15, 2019. Stockholders will not need to take any action with respect to the reverse stock split.

The reverse stock split uniformly affects all issued and outstanding shares of the Company's common stock. The reverse stock split will reduce the number of shares of common stock issued and outstanding from approximately 162.3 million to approximately 5.4 million. The reverse stock split will not alter any stockholder's percentage ownership interest in OLB. The amount of authorized common stock, as well as the par value for the common stock, will not be affected. The shares of common stock underlying the Company's outstanding stock options and warrants will be similarly adjusted. Any fractional shares resulting from the reverse stock split will be rounded up to the nearest whole share.

Transfer Online, Inc. ("Transfer Online") is acting as the exchange agent and transfer agent for the reverse stock split. Transfer Online will provide instructions to stockholders with physical certificates regarding the optional process for exchanging their pre-split stock certificates for post-split stock certificates.

About The OLB Group, Inc.

The OLB Group, Inc. based in New York, is a FinTech company and a payment facilitator that, through our subsidiaries, focuses on a suite of products in the merchant services and payment facilitator verticals.

These services include electronic payment processing, cloud-based multi-channel commerce platform solutions for small to medium-sized businesses and crowdfunding services. The Company is focused on providing these integrated business solutions to merchants throughout the United States through three wholly-owned subsidiaries, eVance, Inc., Omnisoft.io, Inc., and CrowdPay.us, Inc.

To learn more about OLB, visit www.olb.com.