

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): March 25, 2020

Bespoke Extracts, Inc.

(Exact name of registrant as specified in its charter)

Nevada	000-52759	20-4743354
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

323 Sunny Isles Boulevard, Suite 700
Sunny Isles Beach, FL 33160
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code **(855) 633-3738**

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 (see General Instruction A.2. below):

- 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.

Item 1.01 Entry into a Material Definitive Agreement.

On March 25, 2020, Bespoke Extracts, Inc. (the "Company") entered into a letter agreement with Niquana Noel, the Company's chief executive officer. Pursuant to the agreement, Ms. Noel exchanged 1 share of Series B Preferred Stock of the Company for one share of newly created Series C Preferred Stock of the Company.

In connection with the letter agreement, on March 25, 2020, the Company filed a Certificate of Designation of Series C Preferred Stock with the Secretary of State of Nevada. Pursuant to the Certificate of Designation, the Company designated one share of its preferred stock as Series C Preferred Stock. The Series C Preferred Stock has a stated value of \$24,000 and entitles the holder to 51% of the total voting power of the Company's stockholders. The Company may, in its sole discretion, redeem the Series C Preferred Stock at any time for a redemption price equal to the stated value. The Series C Preferred Stock has a liquidation preference equal to the stated value, does not provide the holder with any dividend rights and is not convertible to common stock.

In connection with the foregoing, the Company relied upon the exemption from registration provided by Section 4(a)(2) under the Securities Act of 1933, as amended, for transactions not involving a public offering.

Item 3.02 Unregistered Sales of Equity Securities.

The information under Item 1.01 is incorporated by reference into this Item 3.02.

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

The information under Item 1.01 is incorporated by reference into this Item 5.03.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Designation of Series C Preferred Stock
10.1	Letter Agreement between Bespoke Extracts, Inc. and Niquana Noel

Bespoke Extracts, Inc.

Date: March 26, 2020

By: /s/ Niquana Noel
Niquana Noel
Chief Executive Officer

EX-3.1 2 ea120025ex3-1_bespokeextra.htm CERTIFICATE OF DESIGNATION OF SERIES C PREFERRED STOCK

Exhibit 3.1

**CERTIFICATE OF DESIGNATION
OF
BESPOKE EXTRACTS, INC.
ESTABLISHING THE DESIGNATIONS, PREFERENCES,
LIMITATIONS AND RELATIVE RIGHTS OF ITS
SERIES C PREFERRED STOCK**

Bespoke Extracts, Inc. (the "Company"), a corporation organized and existing under the laws of Nevada, does hereby certify that, pursuant to authority conferred upon the Board of Directors of the Company by the Articles of Incorporation of the Company, it has adopted resolutions (a) authorizing the issuance of up to one (1) share of Series C Preferred Stock of the Company and (b) providing for the designations, preferences and relative participating, optional or other rights, and the qualifications, limitations or restrictions thereof, as follows:

SECTION 1. DESIGNATION OF SERIES. There shall hereby be created and established a series of "Series C Preferred Stock" and the number of shares initially constituting such series shall be up to one (1) share.

SECTION 2. STATED VALUE. The Stated Value of the Series C Preferred Stock will be \$24,000 per share.

SECTION 3. DIVIDENDS. The Series C Preferred Stock will not be entitled to any dividends.

SECTION 4. LIQUIDATION. Upon any liquidation, dissolution or winding-up of the Company, the Series C Preferred Stock will entitle the holder thereof (the "Holder") to the Stated Value prior to any distributions being made for the common stock.

SECTION 5. VOTING. The Series C Preferred Stock will entitle the Holder to 51% of the total voting power of the Company's stockholders on any matter that may be brought to a vote of the Company's stockholders.

SECTION 6. NO CONVERSION RIGHTS. The Series C Preferred Stock will have no conversion rights.

SECTION 7. REDEMPTION.

The Company may, in its sole discretion, at any time while the Series C Preferred Stock is outstanding, redeem any outstanding Series C Preferred Stock at a price equal to the Stated Value. The Company may exercise such redemption right at any time by providing written notice of such redemption and payment of the redemption price to the Holder. Upon payment of the redemption price by the Company in accordance herewith, the Series C Preferred Stock will revert to the status of authorized but unissued preferred stock.

SECTION 8. NOTICES. Any notice required hereby to be given to the Holder shall be deemed given if deposited in the United States mail, postage prepaid, or provided by fax or e-mail, to the Holder of record at his, her or its address appearing on the books of the Company.

SECTION 9. TRANSFER. The Holder may not sell, assign, or otherwise transfer the Series C Preferred Stock or any interest or rights therein without the prior written consent of the Company.

SECTION 10. MISCELLANEOUS.

(a) The headings of the various sections and subsections of this Certificate of Designation are for convenience of reference only and shall not affect the interpretation of any of the provisions of this Certificate of Designation.

(b) Whenever possible, each provision of this Certificate of Designation shall be interpreted in a manner as to be effective and valid under applicable law and public policy. If any provision set forth herein is held to be invalid, unlawful or incapable of being enforced by reason of any rule of law or public policy, such provision shall be ineffective only to the extent of such prohibition or invalidity, without invalidating or otherwise adversely affecting the remaining provisions of this Certificate of Designation. No provision herein set forth shall be deemed dependent upon any other provision unless so expressed herein. If a court of competent jurisdiction should determine that a provision of this Certificate of Designation would be valid or enforceable if a period of time were extended or shortened, then such court may make such change as shall be necessary to render the provision in question effective and valid under applicable law.

(c) Except as may otherwise be required by law, the Series C Preferred Stock shall not have any powers, designations, preferences or other special rights, other than those specifically set forth in this Certificate of Designation.

EX-10.1 3 ea120025ex10-1_bespokeextra.htm LETTER AGREEMENT BETWEEN BESPOKE EXTRACTS, INC. AND NIQUANA NOEL

Exhibit 10.1

March 25, 2020

Bespoke Extracts, Inc.
323 Sunny Isles Boulevard, Suite 700

Ladies and Gentlemen:

I hereby exchange 1 outstanding share of Series B Preferred Stock of Bespoke Extracts, Inc. (the "Company") in exchange for 1 newly created share of Series C Preferred Stock of the Company, such exchange to be effective upon the Company's filing of the Certificate of Designation of Series C Preferred Stock with the Secretary of State of Nevada. Without limiting the generality of the foregoing, (i) effective upon such filing, such share of Series B Preferred Stock will automatically be deemed returned to the Company and cancelled, and the Company shall issue the 1 share of Series C Preferred Stock to the undersigned and (ii) this letter agreement will constitute a duly executed share transfer power for transfer by the undersigned of the Series B Preferred Stock to the Company.

Very truly yours,

/s/ Niquana Noel

Niquana Noel

Acknowledged and agreed:

Bespoke Extracts, Inc.

By: /s/ Niquana Noel

Name: Niquana Noel

Title: Chief Executive Officer