

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): December 13, 2021

DecisionPoint Systems, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

333-245695
(Commission File Number)

37-1644635
(I.R.S. Employer
Identification No.)

DecisionPoint Systems, Inc.
8697 Research Drive
Irvine, California
(Address of principal executive offices)

92618
(Zip Code)

Registrant's telephone number, including area code: (949) 465-0065

(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 (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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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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 3.03 Material Modification to Rights of Security Holders.

To the extent required by Item 3.03 of Form 8-K, the information contained in Item 5.03 of this Current Report on Form 8-K is incorporated herein by reference.

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

On December 13, 2021, DecisionPoint Systems, Inc. (the "Company") filed a Certificate of Amendment to the Amended and Restated Certificate of Incorporation (the "Certificate of Amendment") with the Secretary of State of Delaware to effect a 1-for-2 reverse stock split of the shares of the Company's common stock, par value \$0.001 per share (the "Common Stock") that were outstanding at the time the Certificate of Amendment was filed (the "Reverse Stock Split"). As previously reported on our Current Report on Form 8-K, filed on August 30, 2021, on August 24, 2021 Company stockholders holding more than a majority of the outstanding shares of Common Stock approved the amendment to the Company's Amended and Restated Certificate of Incorporation (the "Certificate of Incorporation") to effect, at the discretion of our Board of Directors (the "Board") but prior to June 30, 2022, a reverse split of the Common Stock at a ratio determined by the Board in the range of 1.5-for-1 to 1-for-6, with such ratio to be determined by the Board in its discretion, without reducing the authorized number of shares of Common Stock. Following approval from the stockholders, the Board determined to effect the Reverse Stock Split at a ratio of 1-for-2 and approved the corresponding final form of the Certificate of Amendment.

As a result of the Reverse Stock Split, every two shares of issued and outstanding Common Stock will be automatically combined into one issued and outstanding share of Common Stock, without any change in the par value per share. No fractional shares will be issued as a result of the Reverse Stock Split. Any fractional shares that would otherwise have resulted from the Reverse Stock Split will be rounded up to the next whole number. The Reverse Stock Split will reduce the number of shares of Common Stock outstanding from 13,990,374 shares to approximately 6,995,187 shares, subject to adjustment for the rounding up of fractional shares. The number of authorized shares of Common Stock under the Certificate of Incorporation will remain unchanged at 50 million shares.

Proportionate adjustments will be made to the per share exercise price and the number of shares of Common Stock that may be purchased upon exercise of outstanding stock options granted by the Company, and the number of shares of Common Stock reserved for future issuance under the Company's 2014 Equity Incentive Plan.

The Company expects that the Common Stock will begin trading on a reverse stock split-adjusted basis on the OTCQB on or about December 20, 2021. The trading symbol for the Common Stock on a post-split basis will be "DPSID", and after twenty business days revert to "DPSI". The new CUSIP number for the Common Stock following the Reverse Stock Split is: 24345A 507.

The information set forth herein is qualified in its entirety by reference to the complete text of the Certificate of Amendment, a copy of which is filed with this report as Exhibit 3.1.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit No.	Document
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation as filed on December 13, 2021 with the Secretary of State of the State of Delaware
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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.

DECISIONPOINT SYSTEMS, INC.

Dated: December 17, 2021

By: /s/ Melinda Wohl
Name: Melinda Wohl
Title: Vice President Finance and Administration

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Delaware

The First State

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I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "DECISIONPOINT SYSTEMS, INC.", FILED IN THIS OFFICE ON THE THIRTEENTH DAY OF DECEMBER, A.D. 2021, AT 12:36 O'CLOCK P.M.



Jeffrey W. Bullock, Secretary of State

4996844 8100
SR# 20214068838

Authentication: 204987850
Date: 12-15-21

You may verify this certificate online at corp.delaware.gov/authver.shtml

**CERTIFICATE OF AMENDMENT
TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
DECISIONPOINT SYSTEMS, INC.
a Delaware corporation**

Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware (the "**DGCL**"), DecisionPoint Systems, Inc., a corporation organized and existing under the DGCL (the "**Corporation**"), hereby certifies as follows:

A. On July 20, 2021, the Board of Directors of the Corporation duly adopted a resolution proposing and declaring advisable the following amendment (the "**Amendment**") to the Corporation's Amended and Restated Certificate of Incorporation, as amended (the "**Certificate**").

B. Article Fourth of the Certificate is hereby amended by adding the following new paragraph to effectuate the Reverse Stock Split (as defined below):

"C. **Reverse Stock Split.** Upon the filing and effectiveness (the "**Effective Time**") pursuant to the Delaware General Corporation Law of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, of the Corporation, each two (2) shares of Common Stock issued and outstanding immediately prior to the Effective Time shall, automatically and without any action on the part of the respective holders thereof, be combined and converted into one (1) share of Common Stock (the "**Reverse Stock Split**"). No fractional interest in a share of Common Stock shall be deliverable upon the Reverse Stock Split. Stockholders who otherwise would be entitled to receive fractional shares of Common Stock because they hold a number of shares not evenly divisible by the Reverse Stock Split ratio will automatically be entitled to receive an additional fraction of a share of Common Stock to round up to the next whole share. Each certificate that immediately prior to the Effective Time represented shares of Common Stock ("**Old Certificates**"), shall thereafter represent that number of shares of Common Stock into which the shares of Common Stock represented by the Old Certificate shall have been combined, plus any additional fraction of a share of Common Stock to round up to the next whole share."

C. This Amendment to the Certificate has been duly approved and adopted by the written consent of a majority of the stockholders of the Corporation entitled to vote thereon in accordance with the provisions of Section 228 and Section 242 of the DGCL.

**State of Delaware
Secretary of State
Division of Corporations
Delivered 12:36 PM 12/13/2021
FILED 12:36 PM 12/13/2021
SR 20214068838 - File Number 4996844**

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, to be signed by a duly authorized officer of the Corporation on this 10th day of November, 2021.

By: /s/ Steve Smith
Name: Steve Smith
Title: Chief Executive Officer