## **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): July 5, 2016

**BioCorRx Inc.** (Exact name of registrant as specified in its charter)

000-54209

(Commission File Number)

Nevada (State or other jurisdiction of Incorporation)

26-0685980 (I.R.S. Employer Identification No.)

2390 East Orangewood Avenue, Suite 575 Anaheim, California 92806

(Address of principal executive offices)

(714) 462-4880

(Registrant's telephone number, including area code)

601 N. Parkcenter Drive, Suite 103 Santa Ana, California 92705

(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) 

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

On July 5, 2016, BioCorRx Inc., a Nevada corporation (the "Company"), filed a Certificate of Amendment (the "Amendment") to the Company's Amended and Restated Articles of Incorporation (the "Articles") with the office of the Secretary of State of Nevada. The Amendment replaces existing Article III of the Articles to increase the Company's authorized shares of common stock from 200,000,000 to 525,000,000 and the Company's authorized shares of preferred stock from 80,000 to 600,000.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the complete text of the Amendment, a copy of which is attached to this Current Report on Form 8-K as Exhibit 3.1.

For the sake of clarity, the Company is attaching as Exhibit 3.2 to this Current Report on Form 8-K a copy of the Articles. Exhibit 3.2 is the version of the Articles that was in existence prior to the filing of the Amendment.

In addition, for the sake of clarity, the Company is attaching as Exhibit 4.1 to this Current Report on Form 8-K a copy of the one Certificate of Designation of Preferences, Rights and Limitations of Preferred Stock (the "Certificate of Designation") that the Company has filed to date. Exhibit 4.1 is the July 7, 2014 corrected version of the Certificate of Designation that was previously filed as an exhibit to a July 3, 2014 Current Report on Form 8-K.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit 3.1	Certificate of Amendment to the Articles of Incorporation, filed July 5, 2016.
Exhibit 3.2	Amended and Restated Articles of Incorporation, filed May 7, 2014.
Exhibit 4.1	Certificate of Designation, filed July 1, 2014, as corrected July 7, 2014.

## 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.

### **BIOCORRX INC.**

Date: July 6, 2016

By:/s/ Lourdes Felix Lourdes Felix Chief Financial Officer

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BARBARA K. CEGAVSKE Secretary of State 202 North Carson Street Carson City, Nevada 89701-4201 (775) 684-5708 Website: www.nvsos.gov

Certificate of Amendment (PURSUANT TO NRS 78.385 AND 78.390)

Filed in the office of 20160300477-60 Balan K agente Barbara K. Cegavske Secretary of State State of Nevada Filing Date and Tin 07/05/2016 12:35 PM Entity Numh E0059792008-4

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ABOVE SPACE IS FOR OFFICE USE ONLY

### Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation:

BioCorRx, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Article 3 of the Articles of Incorporation (as may have been amended from time to time) is hereby amended by deleting the current contents of Article 3 in its entirety and replacing it with the language on the attached sheet.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 51.77%

4. Effective date and time of filing: (optional)

Date:		Time:	
(mu	st not be later than 90 day	s after the	certificate is filed)

Time

5. Signature: (required)

Signature of Officer

"If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected. Nevada Secretary of State Amend Profit-After Revised: 1-5-15 This form must be accompanied by appropriate fees.

The Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock". The total number of shares which the Corporation is authorized to issue is Five Hundred Twenty Five Million Six Hundred Thousand (525,600,000) shares. Five Hundred Twenty Five Million (525,000,000) shares shall be Common Stock, Par Value of \$0.001 per share, and Six Hundred Thousand (600,000) shares shall be Preferred Stock, no par value. The Corporation is authorized to have a maximum aggregate of 600,000 shares of Preferred Stock issued. The Board of Directors is hereby authorized to issue the Common Stock and Preferred Stock. The Board of Directors is authorized, subject to limitations prescribed in this Article 3, to provide for the issuance of the shares of Preferred Stock in series, and by filing a certificate pursuant to the applicable law of the State of Nevada, to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations and restrictions thereof.



ROSS MILLER Secretary of State 204 North Carson Street, Suite 1 Carson City, Nevada 89701-4520 (775) 684-5708 Website: www.nvsos.gov

Certificate of Amendment

(PURSUANT TO NRS 78.385 AND 78.390)



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### Certificate of Amendment to Articles of Incorporation For Nevada Profit Corporations (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock)

1. Name of corporation: BioCorRx, Inc.

2. The articles have been amended as follows: (provide article numbers, if available)

Articles 1-7 of the Articles of Incorporation of BioCorRx, Inc. (Document Number 20140012078-85) are hereby amended and restated in their entirety to read as set forth in Articles 1-8 in the Amended and Restated Articles of Incorporation attached as Exhibit A hereto, and as so amended, the same shall be the Articles of Incorporation of the surviving entity.

3. The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation\* have voted in favor of the amendment is: 50.65

Date:

4. Effective date and time of filing: (optional)

Time:

(must not be later than 90 days after the certificate is filed)

5. Signature: (required)

nature of Office

If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardlese to limitations or restrictions on the voting power thereof.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.
This form must be accompanied by appropriate fees.
Nevada Secretary of State Amend Profit-After
Revised: 11-27-13

#### EXHIBIT A

#### AMENDED AND RESTATED ARTICLES OF INCORPORATION OF

#### BIOCORRX INC.

THE UNDERSIGNED, the Chief Executive Officer of BioCorRx Inc., a Nevada corporation, does hereby certify that the following Amended and Restated Articles of Incorporation supersede in their entirety this corporation's Articles of Incorporation dated and filed with the Nevada Secretary of State on May 6, 2014:

#### Article I Name

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The name of this corporation (the "Corporation") is: BioCorRx Inc.

#### Article 2 Registered Agent

The Corporation's registered agent in the State of Nevada is InCorpServices, Inc. The address of the Corporation's registered office in the State of Nevada is 3155 East Patrick Lane – Suite 1, City of Las Vegas, ZIP code 89120.

#### Article 3 Authorized Stock

This Corporation is authorized to issue two classes of stock to be designated, respectively, "Common Stock" and "Preferred Stock." The total number of shares which the corporation is authorized to issue is Two Hundred Million Eighty Thousand (200,080,000) shares. Two Hundred Million (200,000,000) shares shall be Common Stock, par value of \$0.001 per share, and Eighty Thousand (80,000) shares shall be Preferred Stock, no par value.

The Corporation is authorized to have a maximum aggregate of 80,000 shares of Preferred Stock issued.

The Board of Directors is hereby authorized to issue the Preferred Stock.

#### Article 4 Purpose

The nature of the business or purposes for which the Corporation is organized is to engage in any lawful act or activity for which a corporation may be organized under the Nevada Revised Statutes ("NRS").

#### Article 5 Shareholder Rights

No shareholder of the Corporation shall have any preemptive rights.

No shareholder of the Corporation shall have any cumulative voting rights.

### Article 6

#### Written Action by Less than All Directors

Any action required or permitted to be taken at a meeting of the Board, other than an action requiring shareholder approval under Chapter 78 of the NRS, may be taken by written action of the Board signed by the number of directors that would be required to take the same action at a meeting at which all directors were present.

> Article 7 Limited Liability of Directors

### \_\_\_\_\_

A director of the Corporation shall not be personally liable to the Corporation or the shareholders of the Corporation for monetary damages for breach of fiduciary duty as a director, except for (i) liability based on a breach of the duty of loyalty to the Corporation or the shareholders; (ii) liability for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (iii) liability based on the payment of an improper dividend or an improper repurchase of the Corporation's stock under or on the sale of unregistered securities or securities fraud under the NRS; or (iv) liability for any transaction from which the director derived an improper personal benefit. If Chapter 78 of the NRS hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by such statutes, as amended. Any repeal or modification of this 0 by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the Corporation, modification.

#### Article 8 Indemnification

8.1 Right to Indemnification. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity (an "Other Entity"), including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except as otherwise provided in Section 8.3, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized by the Board.

8.2 <u>Prepayment of Expenses</u>. The Corporation shall pay the expenses (including attorneys' fees) incurred by a Covered Person in defending any Proceeding in advance of its final disposition, *provided, however*, that, to the extent required by applicable law, such payment of expenses in advance of the final disposition of the Proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this 0 or otherwise.

8.3 <u>Claims</u>. If a claim for indemnification or advancement of expenses under this 0 is not paid in full within 30 days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action, the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

8.4 <u>Nonexclusivity of Rights</u>. The rights conferred on any Covered Person by this Article 5 shall not be exclusive of any other rights that such Covered Person may have or hereafter acquire under any statute, provision of this Articles of Incorporation, the Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

8.5 <u>Other Sources</u>. The Corporation's obligation, if any, to indemnify or to advance expenses to any Covered Person who was or is serving at its request as a director, officer, employee or agent of an Other Entity shall be reduced by any amount such Covered Person may collect as indemnification or advancement of expenses from such Other Entity.

8.6 <u>Amendment or Repeal</u>. Any repeal or modification of the foregoing provisions of this 0 shall not adversely affect any right or protection hereunder of any Covered Person in respect of any act or omission occurring prior to the time of such repeal or modification.

8.7 Other Indemnification and Prepayment of Expenses. This 0 shall not limit the right of the Corporation, to the extent and in the manner permitted by applicable law, to indemnify and to advance expenses to persons other than Covered Persons when and as authorized by appropriate corporate action.

IN WITNESS WHEREOF, the undersigned has set his hand to these Amended and Restated Articles of Incorporation on this 6th day of May, 2014.

Kent Emry Chief Executive Office

**EXHIBIT 4.1** 

ROSS MILLER Secretary of State 204 North Carson Street, Suite Carson City, Nevada 89701-452 (775) 684-5708 Website: www.nvsos.gov			*090401*
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78A, 80, 81, 82, 84, 86, 87, 87A, 88, 88A, 89 AND 92A)			Entity Number E0059792008-4
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### BIOCORRX, INC.

#### CERTIFICATE OF DESIGNATION OF PREFERENCES, RIGHTS AND LIMITATIONS OF

#### PREFERRED STOCK

### PURSUANT TO SECTION 78.1955 OF THE NEVADA REVISED STATUTES

#### The undersigned, Kent Emry, does hereby certify that:

1. He is the Chief Executive Officer of BioCorRx, Inc., a Nevada corporation (the "Corporation").

 The Corporation is authorized to designate and issue up to 80,000 shares of preferred stock.

 This Certificate of Designation of Preferences, Rights and Limitations of Preferred Stock was approved by a written action of the Corporation's Board of Directors (the "Board") on June 19, 2013.

NOW, THEREFORE, BE IT RESOLVED, that the Board does hereby designate the terms of the Preferred Stock as follows:

1. <u>Voting Rights</u>. The Corporation's Preferred Stock shall consist of up to 80,000 shares, no par value (the "**Preferred Stock**"), each of which shall entitle its holder to one thousand (1,000) votes.

Equal Status. Except as expressly provided herein, the Corporation's common stock, par 2 value of \$0.001 per share (the "Common Stock") and Preferred Stock shall have the same rights and privileges and rank equally, share ratably and be identical in all respects as to all matters. Without limiting the generality of the foregoing, (i) in the event of a merger, consolidation or other business combination requiring the approval of the holders of the Corporation's capital stock entitled to vote thereon (whether or not the Corporation is the surviving entity), the holders of the Common Stock shall have the right to receive, or the right to elect to receive, the same form of consideration, if any, as the holders of the Preferred Stock and the holders of the Common Stock shall have the right to receive, or the right to elect to receive, at least the same amount of consideration, if any, on a per share basis as the holders of the Preferred Stock, and (ii) in the event of (x) any tender or exchange offer to acquire any shares of the Corporation's capital stock by any third party pursuant to an agreement to which the Corporation is a party or (y) any tender or exchange offer by the Corporation to acquire any shares of the Corporation's capital stock, pursuant to the terms of the applicable tender or exchange offer, the holders of the Common Stock shall have the right to receive, or the right to elect to receive, the same form of consideration as the holders of the Preferred Stock and the holders of the Common Stock shall have the right to receive, or the right to elect to receive, at least the same amount of consideration on a per share basis as the holders of the Preferred Stock.

 <u>Conversion</u>. Each share of Preferred Stock shall be convertible into one (1) fully paid and nonassessable share of Common Stock at the option of the holder thereof at any time upon written notice to the transfer agent of the Corporation.

4. <u>Reservation of Stock</u>. The Corporation shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of Preferred Stock into shares of Common Stock.

### 5. Miscellaneous.

(a) Lost or Mutilated Preferred Stock Certificate. If a Preferred Stock certificate shall be mutilated, lost, stolen or destroyed, the Corporation shall execute and deliver, in exchange and substitution for and upon cancellation of a mutilated certificate, or in lieu of or in substitution for a lost, stolen or destroyed certificate, a new certificate for the shares of Preferred Stock so mutilated, lost, stolen or destroyed, but only upon receipt of evidence of such loss, theft or destruction of such certificate, and of the ownership hereof reasonably satisfactory to the Corporation.

(b) <u>Severability</u>. If any provision of this Certificate is invalid, illegal or unenforceable, the balance of this Certificate shall remain in effect, and if any provision is inapplicable to any person or circumstance, it shall nevertheless remain applicable to all other persons and circumstances.

(c) <u>Headings</u>. The headings contained herein are for convenience only, do not constitute a part of this Certificate and shall not be deemed to limit or affect any of the provisions hereof.

(d) <u>Status of Converted Preferred Stock</u>. If any shares of Preferred Stock shall be converted, such shares shall resume the status of authorized but unissued shares of preferred stock and shall no longer be designated as Preferred Stock. IN WITNESS WHEREOF, the undersigned has caused this Certificate to be executed this <u>19th</u> day of June, 2013.

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BIOCORRX, INC.

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Kent Emg, Chief Executive Officer