

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 20, 2020

Remark Holdings, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33720
(Commission
File Number)

33-1135689
(IRS Employer
Identification No.)

800 S. Commerce Street, Las Vegas, NV
(Address of Principal Executive Offices)

89106
(Zip Code)

Registrant's Telephone Number, Including Area Code: 702-701-9514

(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
Common Stock, \$0.001 par value per share	MARK	The NASDAQ Stock Market LLC

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 July 20, 2020, Remark Holdings, Inc. (“Remark”, “we”, “us” or “our”) executed and filed a Certificate of Elimination of Series A Junior Participating Preferred Stock, par value \$0.001 per share (the “Junior Preferred Stock”), with the Secretary of State of Delaware, thereby removing the Certificate of Designation of the Junior Preferred Stock from our Amended and Restated Certificate of Incorporation, as amended. The Certificate of Elimination became effective upon filing. The Junior Preferred Stock was created pursuant to a Tax Benefit Preservation Plan, dated as of June 4, 2015, between us and Computershare Inc., as rights agent (the “Rights Agreement”). The Rights Agreement expired in accordance with its terms on June 4, 2018 and was not renewed. No shares of the Junior Preferred Stock were issued or outstanding upon filing of the Certificate of Elimination. A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 and is incorporated into this Item 5.03 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
3.1	Certificate of Elimination filed with the Secretary of State of Delaware on July 20, 2020.

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.

Remark Holdings, Inc.

Date: July 20, 2020

By: /s/ Kai-Shing Tao
Name: Kai-Shing Tao
Title: *Chief Executive Officer*

CERTIFICATE OF ELIMINATION
OF
SERIES A JUNIOR PARTICIPATING PREFERRED STOCK
OF
REMARK HOLDINGS, INC.

Pursuant to Section 151(g) of the General Corporation Law of the State of Delaware

REMARK HOLDINGS, INC. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware (the "DGCL"), in accordance with the provisions of Section 151(g) of the DGCL, does hereby certify:

FIRST: That the following resolutions setting forth the proposed elimination of the Corporation's Series A Junior Participating Preferred Stock, par value \$0.001 per share (the "Series A Junior Participating Preferred Stock"), were duly adopted by the Corporation's Board of Directors:

RESOLVED, that none of the authorized shares of Series A Junior Participating Preferred Stock are outstanding and none will be issued subject to the certificate of designations previously filed with the Secretary of State of the State of Delaware on June 4, 2015 with respect to such Series A Junior Participating Preferred Stock (the "Series A Junior Certificate of Designations"), and all such previously designated shares shall resume the status as authorized but unissued shares of preferred stock of the Corporation; and it is further

RESOLVED, that any executive officer of the Corporation (the "Authorized Officers"), and any person or persons designated and authorized so to act by an Authorized Officer of the Corporation be, and each of them acting singly hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to prepare, execute, acknowledge and file with the Secretary of State of the State of Delaware a certificate (the "Series A Junior Certificate of Elimination") eliminating from the Corporation's Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), all matters set forth in the Series A Junior Certificate of Designations, which Series A Junior Certificate of Elimination shall be effective upon filing and shall have the effect of amending the Certificate of Incorporation, in accordance with Section 151(g) of the DGCL, and the execution by such individuals of such Series A Junior Certificate of Elimination shall conclusively establish their authority therefor from the Corporation and the approval and ratification by the Corporation of such Series A Junior Certificate of Elimination.

SECOND: None of the authorized shares of Series A Junior Participating Preferred Stock are outstanding and none will be issued subject to the certificate of designations previously filed with respect to such series.

THIRD: In accordance with the provisions of Section 151(g) of the DGCL, the Corporation's Amended and Restated Certificate of Incorporation is hereby amended to eliminate all references to the Series A Junior Participating Preferred Stock.

IN WITNESS WHEREOF, the Corporation has caused this Certificate to be signed by its duly authorized officer this 20th day of July, 2020.

REMARK HOLDINGS, INC.

By: /s/ Kai-Shing Tao
Name: Kai-Shing Tao
Title: Chief Executive Officer