

**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) February 16, 2024

Sun Pacific Holding Corp.

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-51935

(Commission
File Number)

90-1119774

(IRS Employer
Identification No.)

345 Highway 9 South, Suite 388, Manaplan, New Jersey 07726

(Address of principal executive offices)

Registrant's telephone number, including area
code

732-845-0906

(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

N/A

Trading Symbol(s)

N/A

Name of each exchange on which registered

N/A

Section 3 – Securities and Trading Markets

Item 3.03 Material Modification to the Rights of Security Holders.

On Friday, February 16, 2024, FINRA effectuated the reverse stock split of 1:4000. The action was approved by shareholders on October 13, 2023. As a result, there are currently 244,193 shares of common stock outstanding.

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.

Sun Pacific Holding Corp.

(Registrant)

Date: February 16, 2024

By: */s/ Nicholas Campanella*

Name: Nicholas Campanella

Title: Director
