
**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): December 28, 2016

LIFELOGGER TECHNOLOGIES CORP.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

333-186415
(Commission
File No.)

45-5523835
(IRS Employer
Identification No.)

11380 Prosperity Farms Road, Suite 221E,
Palm Beach Gardens, Florida
(Address of principal executive offices)

33410
(Zip Code)

(561)-515-6928
Registrant's telephone number, including area code

Not Applicable
(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))
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Item 1.01. Entry into a Material Definitive Agreement.

On February 21, 2017, Lifelogger Technologies Corp. (the “Company”) entered into an investment agreement (the “Investment Agreement”) with Stewart Garner, the Company’s Chief Executive Officer and the sole member of its board of directors. Pursuant to the terms of the Investment Agreement, the Company agreed to sell and issue, and Mr. Garner subscribed for and purchased, 1,000 shares of the Company’s Series A Preferred Stock at a purchase price of \$0.10 per share, or an aggregate of \$100. A description of the Series A Preferred Stock is included in Item 5.03 of this Form 8-K.

The foregoing description of the Investment Agreement is qualified in its entirety by reference to the Investment Agreement, which is filed as Exhibit 10.1 to this Form 8-K and incorporated herein by reference.

Item 3.02. Unregistered Sales of Equity Securities.

The disclosure included in Item 1.01 above is incorporated herein by reference. The securities issuance discussed in Item 1.01 above was exempt from registration under the Securities Act of 1933, as amended (the “Securities Act”), in reliance on an exemption provided by Section 4(a)(2) of the Securities Act because, among other things, the transaction did not involve a public offering and the purchaser acquired the securities for investment and not resale.

Item 5.03. Amendments to Articles of Incorporation or Bylaws

On December 28, 2016, the Company filed a certificate of designation, preferences and rights of Series A Preferred Stock (the “Certificate of Designation”) with the Secretary of State of the State of Nevada to designate 1,000 shares of its previously authorized preferred stock as Series A Preferred Stock. The Certificate of Designation and its filing was approved by the Company’s board of directors on December 28, 2014 without shareholder approval as provided for in the Company’s articles of incorporation and under Nevada law.

The holders of shares of Series A Preferred Stock are not entitled to dividends or distributions. The holders of shares of Series A Preferred Stock have the following voting rights:

- Each share of Series A Preferred Stock entitles the holder to 50,000 votes on all matters submitted to a vote of the Company’s stockholders. In the event that such votes do not total at least 51% of all votes, then the votes cast by the holders of the Series A Preferred Stock shall be equal to 51% of all votes cast at any meeting of the Company’s stockholders or any issue put to the stockholders for voting.
- Except as otherwise provided in the Certificate of Designation, the holders of Series A Preferred Stock, the holders of Company common stock and the holders of shares of any other Company capital stock having general voting rights and shall vote together as one class on all matters submitted to a vote of the Company’s stockholders.
- The holders of the Series A Preferred Stock do not have any conversion rights.

The foregoing description of the Certificate of Designation is qualified in its entirety by reference to the Certificate of Designation, which is filed as Exhibit 3.1 hereto and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description of Exhibit
3.1*	Certificate of Designation of Series A Preferred Stock filed on December 28, 2016.
10.1*	Investment Agreement dated as of February 21, 2017 by and between Lifelogger Technologies Corp. and Stewart Garner.

* Filed herewith.

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.

LIFELOGGER TECHNOLOGIES CORP.

Date: February 22, 2017

By: /s/ Stewart Garner

Name: Stewart Garner

Title: Chief Executive Officer

STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
*Deputy Secretary
for Commercial Recordings*



Commercial Recordings Division
202 N. Carson Street
Carson City, NV 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138

OFFICE OF THE
SECRETARY OF STATE

STEWART GARNER

Job: C20161228-2118
January 5, 2017

Special Handling Instructions:
DESG EMAILED 01/05/17 NEH

Charges

Description	Document Number	Filing Date/Time	Qty	Price	Amount
Designation	20160563769-55	12/28/2016 12:04:01 PM	1	\$175.00	\$175.00
Total					\$175.00

Payments

Type	Description	Amount
Credit	4836547036126950504067	\$175.00
Total		\$175.00

Credit Balance: \$0.00

Job Contents:

File Stamped Copy(s): 1

STEWART GARNER



150103



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

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number 20160563769-55
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 12/28/2016 12:04 PM
	Entity Number E0302542012-7

Certificate of Designation
(PURSUANT TO NRS 78.1955)

USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

**Certificate of Designation For
Nevada Profit Corporations
(Pursuant to NRS 78.1955)**

1. Name of corporation:

Lifelogger Technologies Corp.

2. By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.

See the attached Certificate of of Designation, Preferences and Rights of Series A Preferred Stock attached hereto as Exhibit A.

3. Effective date of filing: (optional)

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

4. Signature: (required)

X

Signature of Officer

Filing Fee: \$175.00

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 Stock Designation
Revised: 1-5-15

CERTIFICATE OF DESIGNATION, PREFERENCES AND RIGHTS OF
SERIES A PREFERRED STOCK
OF
LIFELOGGER TECHNOLOGIES CORP.
(Pursuant to Nevada Revised Statutes 78.1955)

1. Name of corporation: LifeLogger Technologies Corp., a Nevada profit corporation (the "Company").
2. By resolution of the Board of Directors of the Company pursuant to the provisions in the Company's Amended and Restated Articles of Incorporation (the "Articles"), this certificate establishes the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the Series A Preferred Stock:

Section 1. Designation and Amount.

There shall be a series of the voting preferred stock of the Company which shall be designated as the "Series A Preferred Stock," \$0.001 par value, and the number of shares constituting such series shall be one thousand (1,000). Such number of shares may be increased or decreased by resolution of the Board of Directors; provided, however, that no decrease shall reduce the number of shares of Series A Preferred Stock to a number less than that of the shares then outstanding plus the number of shares issuable upon exercise of outstanding rights, options or warrants or upon conversion of outstanding securities issued by the Company.

Section 2. Dividends and Distributions.

None.

Section 3. Voting Rights.

The holders of shares of Series A Preferred Stock shall have the following voting rights:

(a) Each share of Series A Preferred Stock shall entitle the holder thereof to 50,000 votes on all matters submitted to a vote of the stockholders of the Company. In the event that such votes do not total at least 51% of all votes, then regardless of the provisions of this paragraph, in any such case, the votes cast by the holders of the Series A Preferred Stock shall be equal to 51% of all votes cast at any meeting of stockholders, or any issue put to the stockholders for voting and the Company may state that any such action was had by majority vote of all stockholders.

(b) Except as otherwise provided herein, in the Company's Articles or by laws, the holders of shares of Series A Preferred Stock, the holders of shares of Common Stock, and the holders of shares of any other capital stock of the Company having general voting rights shall vote together as one class on all matters submitted to a vote of stockholders of the Company.

Section 4. Conversion.

The holders of the Series A Preferred Stock shall not have any conversion rights.

INVESTMENT AGREEMENT

This Investment Agreement (this "Agreement") is made and entered into as of February 21, 2017, by and between LifeLogger Technologies Corp., a Nevada corporation (the "Company") and Stewart Garner ("Purchaser").

RECITALS

A. The Company has authorized and filed the Certificate of Designation, Preferences, and Rights of Series A Preferred Stock with the Nevada Secretary of State on December 28, 2016 (the "Series A Preferred" and the "Certificate");

B. The Company has authorized the sale and issuance of 1,000 shares of the Series A Preferred (the "Shares"), to be issued and sold to Purchaser pursuant to this Agreement;

B. Purchaser, the Chief Executive Officer of the Company, desires to purchase the Shares on the terms and conditions set forth herein and to provide further consideration in exchange for the Company filing the Certificate with the Nevada Secretary of State; and

C. The Company desires to issue and sell the Shares on the terms and conditions set forth herein.

AGREEMENT

NOW, THEREFORE, in consideration of the foregoing recitals and the mutual promises, representations, warranties, and covenants hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. Purchase. The undersigned Purchaser hereby subscribes for one thousand (1,000) shares of the Series A Preferred, ownership of which shall vest immediately, in exchange for \$100.00 (the "Purchase Price") payable to the Company at Closing (defined below).

2. Closing. The closing of the sale and purchase of the Shares and other transactions contemplated hereby will take place at a time or place as the Company and Purchaser may mutually agree (the "Closing").

3. Transactions to be Effected at the Closing.

3.1 At the Closing, Purchaser will deliver to Company:

- (a) The Purchase Price to the account designated by the Company; and
- (b) All other agreements, documents, instruments, and certificates required to be delivered to the Company pursuant to this Agreement.

3.2 At the Closing, the Company will deliver to Purchaser:

- (a) A fully signed copy of this Agreement which shall evidence the Shares, free and clear of any liens and encumbrances; and
- (b) all other agreements, documents, instruments, and certificates required to be delivered to Purchaser pursuant to this Agreement.

4. Status as CEO, Director and Current Shareholder. The Purchaser hereby acknowledges that he is the Chief Executive Officer and the sole of the Company.

5. Representations and Warranties. The Purchaser hereby represents and warrants to the Company as follows:

5.1 Investment Purposes. The Purchaser is acquiring the Shares for his own account as principal, not as a nominee or agent, for investment purposes only, and not with a view to, or for, resale, distribution or fractionalization thereof in whole or in part and no other person has a direct or indirect beneficial interest in the amount of restricted Shares the Purchaser is acquiring herein. Further, the Purchaser does not have any contract, undertaking, agreement or arrangement with any person to sell, transfer or grant participations to such person or to any third person, with respect to the restricted Shares the Purchaser is acquiring.

5.2 Restricted Securities. The Purchaser understands that the Shares have not been, and will not be, registered under the Securities Act, and are being sold in reliance upon a specific exemption from the registration provisions of the Securities Act of 1933, as amended (the "Securities Act") which depends upon, among other things, the bona fide nature of the investment intent and the accuracy of the Purchaser's representations as expressed herein. The Purchaser understands that the Shares are "restricted securities" under applicable U.S. federal and state securities laws and that, pursuant to these laws, the Purchaser must hold the Shares indefinitely unless they are registered with the Securities and Exchange Commission and qualified by state authorities, or an exemption from such registration and qualification requirements is available. The Purchaser acknowledges that the Company has no obligation to register or qualify the Shares. The Purchaser further acknowledges that if an exemption from registration or qualification is available, it may be conditioned on various requirements including, but not limited to, the time and manner of sale, the holding period for the Shares, and on requirements relating to the Company which are outside of the Purchaser's control, and which the Company is under no obligation and may not be able to satisfy.

5.3 No Public Market. The Purchaser understands that no public market now exists for the Shares, and that the Company has made no assurances that a public market will ever exist for the Shares.

5.4 Legends. The Purchaser understands that the Shares may bear one or all of the following legends:

"THE SHARES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AND HAVE BEEN ACQUIRED FOR INVESTMENT AND NOT WITH A VIEW TO, OR IN CONNECTION WITH, THE SALE OR DISTRIBUTION THEREOF. NO SUCH TRANSFER MAY BE EFFECTED WITHOUT AN EFFECTIVE REGISTRATION STATEMENT RELATED THERETO OR AN OPINION OF COUNSEL IN A FORM SATISFACTORY TO THE COMPANY THAT SUCH REGISTRATION IS NOT REQUIRED UNDER THE SECURITIES ACT OF 1933."

5.5 Any legend required by the securities laws of any state to the extent such laws are applicable to the Shares represented by the certificate so legended.

6. Binding Agreement. The Purchaser agrees that the Purchaser may not cancel, terminate or revoke this Agreement or any agreement of the Purchaser made hereunder, and that this Agreement shall survive the death or disability of the Purchaser and shall be binding upon the heirs, successors, assigns, executors, administrators, guardians, conservators or personal representatives of the Purchaser.

7. Notices. All notices or other communications given or made hereunder shall be in writing and shall be delivered or mailed by registered or certified mail, return receipt requested, postage prepaid to Purchaser at the address set forth below and to the Company at the address set forth below, or at such other place as the Company may designate by written notice to Purchaser.

8. Applicable Law. This Agreement and all amendments hereto shall be governed by and construed in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the date first written above.

LifeLogger Technologies Corp.:

By: /s/ Stewart Garner

Name: Stewart Garner

Title: Chief Executive Officer

Address: 11380 Prosperity Farms Rd., Ste. 221E, Palm Beach Gardens, FL
33410

/s/ Stewart Garner

Stewart Garner