
**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): January 26, 2016

PEN INC.

(Exact name of registrant as specified in its charter)

**Delaware
(State or other jurisdiction
of incorporation or organization)**

**47-1598792
(I.R.S. Employer
Identification No.)**

**701 Brickell Avenue, Suite 1550, Miami Florida 33131
(Address of principal executive offices) (Zip Code)**

**(844) 736-6266
(Registrant's telephone number, including area code)**

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:

- 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 5.03 Amendments to Article of Incorporation or Bylaws; Change in Fiscal Year.

On January 26, 2016 the reverse split of our outstanding common stock will be effective. A certificate of amendment to our amended and restated certificate of incorporation has been filed in Delaware to effect (i) a reverse stock split of the outstanding shares of each class of common stock at the ratio of 180-for-1, (ii) reduce the authorized number of shares of common stock to 10,000,000 comprised of 7,200,000 shares of Class A common stock, 2,500,000 shares of Class B common stock, and 300,000 shares of Class Z common stock, and (iii) set a par value of \$0.0001 per share of each class of common stock upon the effectiveness of the reverse stock split.

As a result of the reverse stock split, every 180 issued and outstanding shares of our Class A common stock are being converted into one validly issued, fully paid and non-assessable share of Class A common stock. No fractional shares will be issued. If, as a result of the reverse stock split, a registered or beneficial stockholder would otherwise be entitled to receive a fractional share of common stock, the Company will round up to one whole share of common stock. The same adjustment will occur for the outstanding shares of Class B common stock and Class Z common stock.

Trading will begin on a post-split basis on January 26, 2016. Beginning on that date, each stock certificate representing pre-reverse stock split shares of common stock will be deemed to evidence ownership of post-reverse stock split shares of common stock. Stockholders do not need to exchange their existing stock certificates and no certificates for our shares will be issued as a result of the reverse stock split. Generally, our shares are not certificated. The registered owner on the books and records of PEN or its transfer agent of any old stock certificate shall have and be entitled to exercise any voting and other rights with respect to and to receive any dividend and other distributions based upon the post-reverse split shares.

This description of the certificate of amendment is qualified in its entirety by reference to the certificate that is filed as Exhibit 3.1 and incorporated herein by reference.

Item 7.01 Regulation FD Disclosure

On January 26, 2016, we issued a press release regarding the reverse split of our outstanding common stock. A copy of that press release is attached as Exhibit 99.1 and is incorporated by reference.

The information contained in the press release attached hereto is being furnished and shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that Section and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment No. 1 to Amended and Restated Certificate of Incorporation of PEN Inc.
99.1	PEN Inc. press release dated January 26, 2016

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.

PEN Inc.

Date: January 26, 2016

By: /s/ Jeanne M Rickert
Secretary

**CERTIFICATE OF AMENDMENT NO. 1
TO AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF
PEN INC.**

PEN Inc., duly incorporated on February 14, 2014 and existing under the General Corporation Law of the State of Delaware (“**DGCL**”) does hereby certify that pursuant to Sections 242 and 228 of the DGCL the directors of the Corporation at a meeting duly called and held adopted resolutions declaring an amendment to Article 4 of the Amended and Restated Certificate of Incorporation for the Corporation to be advisable and recommending that the stockholders approve the same, and after that recommendation stockholders with the power to vote greater than 90% of the voting power of the Corporation’s common stock approved and adopted this Amendment.

The Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of Delaware on February 14, 2014 and superseded by the Amended and Restated Certificate of Incorporation filed with the Secretary of State of Delaware on August 26, 2014 (as amended, the “**Restated Certificate**”).

1. Pursuant to Section 242 of the General Corporation Law of the State of Delaware, this Certificate of Amendment amends Section 4.1 of Article 4 of the Restated Certificate by adding the following after the first paragraph in Section 4.1:

“Upon the filing (the “**Effective Time**”) of Amendment No. 1 to the Amended and Restated Certificate of Incorporation pursuant to the DGCL, each one hundred eighty (180) shares of the Corporation’s (i) Class A Common Stock, par value \$0.0001 per share (“**Class A Common Stock**”), (ii) Class B Common Stock, par value \$0.0001 per share (“**Class B Common Stock**”), and (iii) Class Z Common Stock, par value \$0.0001 per share (“**Class Z Common Stock**”), issued and outstanding immediately prior to the Effective Time shall automatically be combined into one (1) validly issued, fully paid and non-assessable share of Class A Common Stock, par value \$0.0001 per share, Class B Common Stock, par value \$0.0001 per share, and Class Z Common Stock, par value \$0.0001 per share, respectively, without any further action by the Corporation or the holder thereof, subject to the treatment of fractional share interests as described below (the “**Reverse Stock Split**”). No cash will be paid or distributed as a result of aforementioned Reverse Stock Split, and no fractional shares will be issued. All fractional shares which would otherwise be issued as a result of the Reverse Stock Split will be rounded up to a whole share. Each certificate that immediately prior to the Effective Time represented shares of Class A Common Stock, Class B Common Stock, and Class Z Common Stock, as the case may be (the “**Old Certificates**”), shall thereafter represent that number of shares of Class A Common Stock, Class B Common Stock, or Class C Common Stock, as the case may be, into which the shares of Class A Common Stock, Class B Common Stock, or Class Z Common Stock, as the case may be, represented by the Old Certificate shall have been combined, subject to the rounding up of fractional share interests.”

2. The par value per share of each class of common stock of the Corporation upon the Effective Time shall be \$0.0001 per share.

3. Upon the Effective Time the number of shares of Common Stock that the Corporation is authorized to issue shall be reduced and the second sentence of the first paragraph of Section 4.1 shall be amended to read as follows:

“The total number of shares of capital stock that the Corporation is authorized to issue is 10,100,000, consisting of 100,000 shares of Preferred Stock, par value \$0.0001 per share (“**Preferred Stock**”), 7,200,000 shares of Class A Common Stock, par value \$0.0001 per share (“**Class A Common Stock**”), 2,500,000 shares of Class B Common Stock, par value \$0.0001 per share (“**Class B Common Stock**”), and 300,000 shares of Class Z Common Stock, par value \$0.0001 per share (“**Class Z Common Stock**”).

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 29th day of December 2015.

PEN INC.

By: /s/ Jeanne M. Rickert
Jeanne M. Rickert, Secretary



PEN Inc. Announces 1-for-180 Reverse Stock Split

MIAMI, FL—(January 26, 2016) - PEN Inc. (OTCQB: PENC, PENCN) (“PEN” or “the Company”), a global leader in developing, commercializing and marketing enhanced performance products enabled by nanotechnology, today announced a 1-for-180 reverse split of its issued and outstanding shares of common stock.

Trading will begin on a post-split basis at the opening of the OTCQB marketplace on January 26, 2016. The Company’s common stock will trade under the symbol “PENCN,” with a “N” added for 20 trading days to signify that the reverse stock split has occurred. The new CUSIP number for the common stock following the reverse stock split is 706582 202.

The reverse stock split will reduce the total number of shares outstanding from approximately 543 million to approximately 3 million. Concurrent with the reverse stock split, the authorized shares of common stock will be reduced from 1.8 billion to 10 million. No fractional shares will be issued. If, as a result of the reverse stock split, a registered or beneficial stockholder would otherwise become entitled to receive a fractional share of common stock, the Company will round up to one whole share of common stock.

“We believe effecting a reverse split of our common stock serves the long-term interest of our shareholders, allowing us to attract interest from a broader range of investors and potential business partners. It also is an initial step to trading on the OTCQX,” said Dr. Scott Rickert, PEN’s Chairman and CEO.

Additional information about the reverse stock split can be found in the Company’s definitive information statement filed with the Securities and Exchange Commission on December 29, 2015, a copy of which is available at www.sec.gov or at www.penc.us under Investor Relations & News section of the website.

About PEN Inc.

PEN Inc. (OTCQB: PENC) is a global leader in developing, commercializing, and marketing enhanced performance products enabled by nanotechnology that solve everyday problems for customers in the optical, transportation, military, sports, and safety industries. Through its wholly-owned subsidiary Nanofilm Ltd., the Company develops, manufactures and sells products based on nanotechnology including its Ultra Clarity® brand eyeglass cleaner and Defog It™ brand defogging products. The Company also sells its environmentally friendly HALO™ brand surface protector, fortifier, and cleaner through its wholly-owned subsidiary, PEN Technology, LLC. The Company’s Applied Nanotech, Inc. subsidiary in Austin, Texas functions as the Design Center conducting research and development services for government and private customers and new product development for PEN focusing on innovative and advanced product solutions in the areas of safety, health, and sustainability. For more information about PEN, visit www.penc.us.

Safe Harbor Statement

This press release contains forward-looking statements that involve risks and uncertainties concerning our business, products, and financial results. Actual results may differ materially from the results predicted. More information about potential risk factors that could affect our business, products, and financial results are included in our annual report on Form 10-K for the fiscal year ended December 31, 2014, and in reports subsequently filed by us with the Securities and Exchange Commission (“SEC”). All documents are available through the SEC’s Electronic Data Gathering Analysis and Retrieval System (EDGAR) at www.sec.gov or from our website listed above. We hereby disclaim any obligation to publicly update the information provided above, including forward-looking statements, to reflect subsequent events or circumstances.

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