
**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): March 23, 2018

SUNSTOCK, INC.

(Exact name of Registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

000-54830

(Commission File Number)

46-1856372

(IRS Employer Identification No.)

111 Vista Creek Circle, Sacramento, California
(principal executive offices)

95835
(Zip Code)

(916) 860-9622

(Registrant's telephone number, including area code)

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
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act
-
-

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

On March 23, 2018, pursuant to Section 242 of the Delaware General Corporation Laws, the Board of Directors of Sunstock, Inc. approved and filed an amendment to its Certificate of Incorporation with the Delaware Secretary of State on March 23, 2018, to change its authorized capital stock to 8,020,000,000 shares, having a par value of \$0.0001 per share, of which 8,000,000,000 shares shall be common shares, and 20,000,000 shares shall be preferred shares.

Item 9.01. Financial Statements and Exhibits.

- (a) Financial statements of business acquired. Not applicable.
- (b) Pro forma financial information. Not applicable.
- (c) Shell company transactions. Not applicable.
- (d) Exhibits.

Exhibit No. Identification of Exhibit

3.1* [Amended Certificate of Incorporation of Sunstock, Inc. dated March 23, 2018.](#)

* 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.

Date: April 2, 2018.

SUNSTOCK, INC.

By /s/ Jason C. Chang
Jason C. Chang, President

State of Delaware
Secretary of State
Division of Corporations
Delivered 04:19 PM 03/23/2018
FILED 04:19 PM 03/23/2018
SR 20182157375 - File Number 5187831

**CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION**

FIRST: That at a meeting of the Board of Directors of Sunstock, Inc. resolutions were duly adopted setting forth a proposed amendment of the Certificate of Incorporation of said corporation, declaring said amendment to be advisable and calling a meeting of the stockholders of said for considerations thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Certificate of Incorporation of this corporation be amended by changing the Article thereof numbered "FOURTH" so that, as amended, said Article shall be and read as follows:

"The total number of shares of stock which the corporation shall have authority to issue is eight billion and twenty million (8,020,000,000), each of such shares shall have a par value of \$.0001. Of such shares, 8,000,000,000 shall be common shares and 20,000,000 shall be preferred shares"

SECOND: That thereafter, pursuant to resolution of its Board of Directors, a special meeting of the stockholders of said corporation was duly called and held, upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

THIRD: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FOURTH: That the capital of said corporation shall not be reduced under or by reason of said amendment.

IN WITNESS WHEREOF, said Sunstock, Inc. has caused this certificate to be signed by:

Jason C. Chang, Its President

this 23rd day of March, A.D. 2018

By:


President/ Jason C. Chang