
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 18, 2019

VapAria Corporation

(Exact name of registrant as specified in its charter)

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

000-55470
*(Commission
File Number)*

27-1521407
*(I.R.S. Employer
Identification No.)*

5550 Nicollet Avenue, Minneapolis, MN 55419
(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(612) 812-2037**

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
None	n/a	n/a

Indicate by check mark whether the registrant is an emerging growth company as defined in 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 [X]

If an emerging growth company, indicate by checkmark 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 3(a) of the Exchange Act. []

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

On December 6, 2019 VapAria Corporation filed a Certificate of Amendment to its Amended and Restated Certificate of Incorporation which, on the effective date of December 26, 2019 (the “Effective Date”), will:

- change our corporate name of CQENS Technologies Inc.;
- effective a one for seven (1:7) reverse stock split of our outstanding common stock; and
- return the previously designated series of 10% Series A Convertible Preferred Stock consisting of 500,000 shares to the status of authorized but undesignated shares of our blank check preferred stock.

These actions were approved by the holders of a majority of our outstanding shares of common stock as further described in our definitive Information Statement on Schedule 14C as filed with the Securities and Exchange Commission on December 4, 2019.

As a result of the reverse stock split, on the Effective Date each seven shares of our common stock issued and outstanding immediately prior to the Effective Date will become one share of our common stock on the Effective Date. On the Effective Date the CUSIP number for our common stock will change to 22144M 10 8. No fractional shares of common stock will be issued to any stockholder in connection with the reverse stock split and all fractional shares which might otherwise be issuable as a result of the reverse stock split will be rounded up to the nearest whole share. On the Effective Date, each certificate representing shares of pre-reverse stock split common stock will be deemed to represent one-seventh of a share of our post-reverse stock split common stock, subject to rounding for fractional shares, and the records of our transfer agent, ClearTrust, LLC, will be adjusted to give effect to the reverse stock split. Following the Effective Date, the share certificates representing the pre-reverse stock split common stock will continue to be valid for the appropriate number of shares of post-reverse stock split common stock, adjusted for rounding. Certificates representing shares of the post-reverse stock split and reflecting our new corporate name and CUSIP number will be issued in due course as certificates for pre-reverse stock split common shares are tendered for exchange or transfer to our transfer agent.

A copy of the Certificate of Amendment to our Amended and Restated Certificate of Incorporation is filed as Exhibit 3.5 to this Current Report on Form 8-K.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>No.</u>	<u>Exhibit Description</u>	<u>Incorporated by Reference</u>			<u>Filed or Furnished Herewith</u>
		<u>Form</u>	<u>Date Filed</u>	<u>Number</u>	
3.5	<u>Certificate of Amendment to the Amended and Restated Certificate of Incorporation filed December 6, 2019</u>				Filed

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.

VapAria Corporation

Date: December 18, 2019

By: /s/ William P. Bartkowski

William P. Bartkowski, President

CERTIFICATE OF AMENDMENT
TO THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
VAPARIA CORPORATION
(A Delaware Corporation)

Pursuant to Section 242 of the Delaware General Corporation Law, the undersigned, being the President and Chief Operating Officer of VapAria Corporation, a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), does hereby certify that the following resolutions were adopted by the Corporation's Board of Directors and its stockholders as hereinafter described:

FIRST: The Amended and Restated Certificate of Incorporation of the Corporation authorizes the issuance of two hundred million (200,000,000) shares of common stock, par value \$0.0001 per share (the "Common Stock"), and ten million (10,000,000) shares of preferred stock par value \$0.0001 per share (the "Preferred Stock"), and further, authorizes the Board of Directors of the Corporation, by resolution or resolutions, at any time and from time to time, to divide and establish any or all of the shares of Preferred Stock into one or more series and, without limiting the generality of the foregoing, to fix and determine the designation of each such share, and its preferences, conversion rights, cumulative, relative, participating, optional, or other rights, including voting rights, qualifications, limitations, or restrictions thereof.

SECOND: On July 30, 2014, the Corporation filed a Amended and Restated Certificate of Incorporation designating five hundred thousand (500,000) shares of Preferred Stock as 10% Series A Convertible Preferred Stock (the "Series A Preferred Stock").

THIRD: There are no shares of Series A Preferred Stock issued.

FOURTH: The 500,000 shares of Preferred Stock previously designated as Series A Preferred is hereby returned to the status of authorized but undesignated and unissued shares of Preferred Stock.

FIFTH: Article I NAME of the Amended and Restated Certificate of Incorporation of this Corporation, as amended, is hereby amended by deleting it in its entirety and replacing it with the following:

ARTICLE I
NAME

The name of this corporation shall be "CQENS Technologies Inc."

SIXTH: That Article IV AUTHORIZED SHARES of the Amended and Restated Certificate of Incorporation, as amended, of this Corporation is hereby amended by adding the following at the end of such Article:

On the date of effective date of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, the Corporation will effect a reverse stock split (the "Reverse Split") of its outstanding Common Stock pursuant to which every seven (7) issued and outstanding shares of the Common Stock, par value \$0.0001 (the "Old Common Stock") shall be reclassified and converted into one (1) validly issued, fully paid and non-assessable share of Common Stock, par value \$0.0001 (the "New Common Stock"). Each certificate representing shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; *provided, further*, that no cash will be paid or distributed as a result of the Reverse Split and no fractional shares will be issued. All fractional shares which would otherwise be required to be issued as a result of the Reverse Split will be rounded up to the nearest whole share.

SEVENTH: That the effective date of this Certificate of Amendment shall be December 26, 2019.

The foregoing resolutions and this Certificate of Amendment were adopted by the Board of Directors of the Corporation pursuant to a written consent of the directors of the Corporation dated November 19, 2019 in accordance with Section 141 of the Delaware General Corporation Law, and by the written consent of holders of a majority of the outstanding shares of the Corporation's voting stock on December 3, 2019 in accordance with Section 228 of the Delaware General Corporation Law

IN WITNESS WHEREOF, the undersigned, being the Chief Executive Officer of this Corporation, has executed this Certificate of Amendment to the Corporation's Amended and Restated Certificate of Incorporation, as amended, as of December 6, 2019.

VAPARIA CORPORATION

By: 

William P. Bartkowski, President and Chief Operating Officer