

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 13, 2019

CREATIVE REALITIES, INC.

(Exact name of registrant as specified in its charter)

Minnesota

(State or other jurisdiction  
of incorporation)

001-33169

(Commission File Number)

41-1967918

(IRS Employer  
Identification No.)

13100 Magisterial Drive, Suite 100, Louisville, KY

(Address of principal executive offices)

40223

(Zip Code)

(502) 791-8800

(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined 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

If an emerging growth company, indicate by check mark 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 13(a) of the Exchange Act.

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Effective March 13, 2019, the Board of Directors of Creative Realities, Inc. (the “Company”) removed John Walpuck as Chief Operating Officer. Mr. Walpuck and the Company agreed to a transition of Mr. Walpuck’s duties commencing January 31, 2019. Mr. Walpuck began consulting for the Company commencing February 1, 2019, and such services will end May 1, 2019. Mr. Walpuck will be paid cash compensation on an hourly basis for his consulting services during the term.

Pursuant to the terms of Mr. Walpuck’s employment agreement, Mr. Walpuck is receiving a total of \$220,000 in severance payments in even monthly installments through December 2019. The Company agreed to fully vest all stock options of Mr. Walpuck, such options do not terminate as a result of Mr. Walpuck’s termination of employment and remain exercisable throughout the term of the options.

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

On March 18, 2019, Creative Realities, Inc. (the “Company”) filed Statements of Cancellation with the Secretary of State of the State of Minnesota that, effective upon filing, eliminated from the Company’s Articles of Incorporation all matters set forth in the Certificates of Designation of Preferences, Rights and Limitations with respect to the Series A Convertible Preferred Stock and Series A-1 Convertible Preferred Stock of the Company. No shares of Series A Convertible Preferred Stock or Series A-1 Convertible Preferred Stock were issued or outstanding at the time of the filing of the Statements of Cancellation. A copy of the Statements of Cancellation are attached as Exhibit 3.1 and 3.2 to this Current Report on Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | <a href="#">Statement of Cancellation of Series A Convertible Preferred Stock</a>   |
| 3.2                | <a href="#">Statement of Cancellation of Series A-1 Convertible Preferred Stock</a> |

**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.

**Creative Realities, Inc.**  
(Registrant)

By: /s/ Will Logan  
Will Logan  
Chief Financial Officer

Date: March 18, 2019

**INDEX OF EXHIBITS**

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| 3.1                | <a href="#">Statement of Cancellation of Series A Convertible Preferred Stock</a>   |
| 3.2                | <a href="#">Statement of Cancellation of Series A-1 Convertible Preferred Stock</a> |

**CREATIVE REALITIES, INC.**

**STATEMENT OF CANCELLATION  
of  
THE CERTIFICATE OF DESIGNATION  
OF PREFERENCES, RIGHTS AND LIMITATIONS  
of  
SERIES A CONVERTIBLE PREFERRED STOCK**

The undersigned, Richard Mills, Chief Executive Officer of Creative Realities, Inc., a corporation organized and existing under the Minnesota Business Corporation Act (hereinafter called the "Company"), hereby certifies that:

1. The Company's Board of Directors has directed that the certificate fixing the voting powers, preferences and relative, participating, optional and other special rights of the Series A Convertible Preferred Stock, \$0.01 par value per share, of the Company, and the qualifications, limitations and restrictions thereof, be canceled pursuant to Section 302A.133 of the Minnesota Statutes.
2. There are currently no shares of Series A Convertible Preferred Stock outstanding.
3. All 7,000,000 shares formerly designated as Series A Convertible Preferred Stock shall resume the status of authorized but undesignated and unissued shares of preferred stock of the Company.

IN WITNESS WHEREOF, the undersigned has executed this statement of cancellation as of March 13, 2019.

CREATIVE REALITIES, INC.

/s/ Richard Mills

Richard Mills, *Chief Executive Officer*

**CREATIVE REALITIES, INC.**

**STATEMENT OF CANCELLATION  
of  
THE CERTIFICATE OF DESIGNATION  
OF PREFERENCES, RIGHTS AND LIMITATIONS  
of  
SERIES A-1 CONVERTIBLE PREFERRED STOCK**

The undersigned, Richard Mills, Chief Executive Officer of Creative Realities, Inc., a corporation organized and existing under the Minnesota Business Corporation Act (hereinafter called the "Company"), hereby certifies that:

1. The Company's Board of Directors has directed that the certificate fixing the voting powers, preferences and relative, participating, optional and other special rights of the Series A-1 Convertible Preferred Stock, \$0.01 par value per share, of the Company, and the qualifications, limitations and restrictions thereof, be canceled pursuant to Section 302A.133 of the Minnesota Statutes.
2. There are currently no shares of Series A-1 Convertible Preferred Stock outstanding.
3. All 2,500,000 shares formerly designated as Series A-1 Convertible Preferred Stock shall resume the status of authorized but undesignated and unissued shares of preferred stock of the Company.

IN WITNESS WHEREOF, the undersigned has executed this statement of cancellation as of March 13, 2019.

CREATIVE REALITIES, INC.

/s/ Richard Mills

Richard Mills, *Chief Executive Officer*