

DarkPulse, Inc.  
Form PRE 14C  
February 14, 2019

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 14C**

**INFORMATION STATEMENT PURSUANT TO SECTION 14(c)**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

Check the appropriate box:

Preliminary Information Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14c-5(d)(2))

Definitive Information Statement

**DARKPULSE, INC.**

(Name of Registrant As Specified In Its Charter)

**Payment of Filing Fee (Check the appropriate box):**

No fee required

Fee computed on table below per Exchange Act Rules 14c-5(g) and 0-11 (1)

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

**DARKPULSE, INC.**

**350 5th Ave, 59th Floor**

**New York, New York 10018**

**INFORMATION STATEMENT**

**PURSUANT TO SECTION 14**

**OF THE SECURITIES EXCHANGE ACT OF 1934**

**AND REGULATION 14C AND SCHEDULE 14C THEREUNDER**

**WE ARE NOT ASKING YOU FOR A PROXY**

**AND YOU ARE NOT REQUESTED TO SEND US A PROXY**

New York, New York

\*, 2019

This information statement has been mailed on or about \*, 2019 to the stockholders of record on \*, 2019 (the "Record Date") of Darkpulse, Inc., a Delaware corporation (the "Company") in connection with certain actions to be taken by the written consent by the stockholder holding a majority of the outstanding voting stock of the Company, dated as of February 7, 2019. The actions to be taken pursuant to the written consent shall be taken on or about \*, 2019, 20 days after the mailing of this information statement.

**THIS IS NOT A NOTICE OF A SPECIAL MEETING OF STOCKHOLDERS AND NO STOCKHOLDER MEETING WILL BE HELD TO CONSIDER ANY MATTER WHICH WILL BE DESCRIBED HEREIN.**

By Order of the Board of Directors,

By: /s/ Dennis M. O'Leary

Dennis M. O'Leary

Co-CEO and Chairman of the Board of Directors



**NOTICE OF ACTION TO BE TAKEN PURSUANT THE WRITTEN CONSENT OF STOCKHOLDERS HOLDING A MAJORITY OF THE OUTSTANDING VOTING STOCK IN LIEU OF A SPECIAL MEETING OF THE STOCKHOLDERS, DATED FEBRUARY 7, 2019**

To Our Stockholders:

NOTICE IS HEREBY GIVEN that the removal of Thomas A. Cellucci as a director of the Company will be taken pursuant to written consent by the stockholder holding a majority of the outstanding voting stock of the Company (the "Majority Stockholders"), dated as of February 7, 2019, in lieu of a special meeting of the stockholders. Such action will be taken on or about \*, 2019.

**OUTSTANDING SHARES AND VOTING RIGHTS**

As of the Record Date, the Company's authorized capitalization consisted of 3,000,000,000 shares of Common Stock, of which \* shares were issued and outstanding as of the Record Date. Holders of Common Stock of the Company have no preemptive rights to acquire or subscribe to any of the additional shares of Common Stock. The Company is authorized to issue up to 2,000,000 shares of preferred stock. On July 12, 2018, the Company filed a Certificate of Designation with the State of Delaware amending the designation of its previously designated "Class D Voting Preferred Stock," designating 100,000 shares of the Company's preferred stock as "Series D Preferred Stock." As of July 18, 2018, all shares of the Company's Class A Voting Preferred Stock, Class B Voting Preferred Stock, and Class C Voting Preferred Stock had been returned to the Company and cancelled. There are presently 88,235 shares of Series D Preferred Stock outstanding

Each share of common stock entitles its holder to one vote on each matter submitted to the stockholders. Each share of Series D Preferred Stock entitles the holder to 6,000 votes on all matters submitted to a vote of the Company's stockholders and is convertible at the election of the holder into a number of shares of common stock equal to the number of outstanding shares of stock of the Company multiplied by 5 , divided by the number of outstanding shares of Series D Preferred Stock. However, because stockholders holding at least a majority of the voting rights of all outstanding shares of capital stock as of February 7, 2019 have voted in favor of the foregoing proposal by resolution dated February 7, 2019; and having sufficient voting power to approve such proposals through their ownership of capital stock, no other stockholder consents will be solicited in connection with this Information Statement.

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Pursuant to Rule 14c-2 under the Securities Exchange Act of 1934, as amended, the proposals will not be adopted until a date at least 20 days after the date on which this Information Statement has been mailed to the stockholders. The Company anticipates that the actions contemplated herein will be effected on or about the close of business on \*, 2019.

The Company has asked brokers and other custodians, nominees and fiduciaries to forward this Information Statement to the beneficial owners of the Common Stock held of record by such persons and will reimburse such persons for out-of-pocket expenses incurred in forwarding such material.

This Information Statement will serve as written notice to stockholders pursuant to Section 222 of the General Corporation Law of the State of Delaware.

**WE ARE NOT ASKING YOU FOR A PROXY AND YOU ARE REQUESTED NOT TO SEND US A PROXY.**

**REMOVAL OF THOMAS A. CELLUCCI AS A DIRECTOR OF THE COMPANY**

On February 7, 2019, the stockholder holding at least a majority of the voting rights of the Company executed a stockholder consent in accordance with Delaware General Corporation Law to remove Thomas A. Cellucci as a director of the Company. The removal of Mr. Cellucci will be taken on or about \*, 2019.

**SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT**

The following table sets forth certain information, as of February 7, 2019 with respect to the beneficial ownership of the outstanding common stock by (i) any holder of more than five (5%) percent; (ii) each of our executive officers and directors; and (iii) our directors and executive officers as a group. Except as otherwise indicated, each of the stockholders listed below has sole voting and investment power over the shares beneficially owned.

<b>Name of Beneficial Owner (1)</b>	<b>Common Stock Beneficially Owned</b>	<b>Percentage of Common Stock (2)</b>	<b>Total Equivalent Voting of all Equity Shares (8)</b>	<b>Percentage of Voting Power</b>
Dennis O'Leary* (3) (4)	393,980,830	81.29%	405,882,000	67.14%
Dr. Thomas A Cellucci* (3)	54,816,142	37.67%	56,472,000	9.34%
Dr. Anthony Brown (3)	34,257,177	27.42%	35,292,000	5.84%
Brunson Chandler & Jones, PLLC (3) (5)	10,279,483	10.18%	10,590,000	1.75%
Stephen Goodman* (3)	6,854,930	7.03%	7,062,000	1.18%
Mark Banash *(3)	6,849,106	7.02%	7,056,000	1.18%
David Singer* (3)	6,849,106	7.02%	7,056,000	1.18%
Paul Begum (6)				
30251 Golden Lantern Suite E, PMG 411	18,377,142	20.27%	18,377,142	3.03%
Laguana Niguel, CA 92677 Robert A. Campbell (7)				
991 Rippey Street	11,334,689	12.49%	11,334,689	1.87%
El Cajon, CA 92020				
All officers and directors as group (5 people)	469,350,114	83.81%	483,528,000	79.98%

\* Executive officer and/or director.

(1) Except as otherwise indicated, the address of each beneficial owner is c/o Darkpulse, Inc., 350 5<sup>th</sup> Avenue, 59<sup>th</sup> Floor, New York, New York 10018.



Applicable percentage ownership is based on 90,680,567 shares of common stock outstanding as of February 7, 2019, together with securities exercisable or convertible into shares of common stock within 60 days of February 7, 2019 for each stockholder. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities. Shares of  
(2) common stock that are currently exercisable or exercisable within 60 days of February 7, 2019 are deemed to be beneficially owned by the person holding such securities for the purpose of computing the percentage of ownership of such person, but are not treated as outstanding for the purpose of computing the percentage ownership of any other person.

Represents shares of common stock issuable upon conversion of Series D Preferred Stock as of February 7, 2019. On July 12, 2018, the Company filed a Certificate of Designation with the State of Delaware amending the designation of its previously designated "Class D Voting Preferred Stock," designating 100,000 shares of the Company's preferred stock as "Series D Preferred Stock." There are presently 88,235 shares of Series D Preferred  
(3) Stock outstanding. Each share of common stock entitles its holder to one vote on each matter submitted to the stockholders. Each share of Series D Preferred Stock entitles the holder to 6,000 votes on all matters submitted to a vote of the Company's stockholders and is convertible at the election of the holder into a number of shares of common stock equal to the number of outstanding shares of stock of the Company multiplied by 5, divided by the number of outstanding shares of Series D Preferred Stock.

- (4) Includes securities held by Fantastic North America Inc. Mr. O'Leary, our Chairman of the Board and Co-Chief Executive Officer, is the sole owner and executive officer of Fantastic North America Inc.
- (5) Brunson Chandler & Jones, PLLC is a law firm located at 175 South Main Street, 15<sup>th</sup> Floor, Salt Lake City, Utah 84111.
- (6) Includes 8,727,142 shares of common stock held personally, 9,000,000 shares of common stock held by PSF Inc., and 650,000 shares issuable upon conversion of a \$29,250 note payable as of February 7, 2019.

Represents 8,683,000 shares of common stock held personally, 1,546,667 shares of common stock held MLPF&S  
(7) Cust FPO Robert A. Campbell, and 1,105,022 shares issuable upon conversion of a \$49,726 note payable as of February 7, 2019.

In the event the Series D Convertible Preferred Stock was converted in full into shares of Common Stock as of  
(8) February 7, 2019, the Company would issue an additional 513,886,773 shares of Common Stock resulting in the total issued and outstanding shares of Common Stock being increased to 604,567,340. This assumes all preferred holders converted simultaneously.

#### **ADDITIONAL INFORMATION**

The Company will furnish a copy of any exhibit thereto or other information upon request by a stockholder to Dennis M. O'Leary, Chief Executive Officer, Darkpulse, Inc., 350 5<sup>th</sup> Avenue, 59<sup>th</sup> Floor, New York, New York 10018; (800) 436-1436.

By Order of the Board of Directors,

By: /s/ Dennis M. O'Leary  
Dennis M. O'Leary  
Chairman of the Board of Directors and Co-Chief Executive Officer

New York, New York

\*, 2019

