

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): July 27, 2020

**ALLIED ESPORTS ENTERTAINMENT, INC.**  
(Exact Name of Registrant as Specified in Charter)

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

**001-38266**  
(Commission  
File Number)

**82-1659427**  
(I.R.S. Employer  
Identification No.)

**17877 Von Karman Avenue, Suite 300**  
**Irvine, California, 92614**  
(Address of Principal Executive Offices) (Zip Code)

**(949) 265-2600**  
(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 (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 |
|---------------------|-------------------|---|
| Common Stock        | AESE              | The NASDAQ Stock Market LLC               |

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

On July 27, 2020, Allied Esports Entertainment, Inc. (the “Company”) filed with the Delaware Secretary of State an amendment (the “Amendment”) to its Second Amended and Restated Certificate of Incorporation to increase the total number of authorized shares of its common stock from 65,000,000 shares to 75,000,000 shares. A copy of the Amendment is filed as Exhibit 3.1 to this Current Report.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.*

3.1 [Amendment to the Second Amended and Restated Certificate of Incorporation of Allied Esports Entertainment, Inc.](#)

**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.

Dated: July 27, 2020

**ALLIED ESPORTS ENTERTAINMENT, INC.**

By: /s/ Frank Ng

Frank Ng, *Chief Executive Officer*

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| 3.1                | <a href="#">Amendment to the Second Amended and Restated Certificate of Incorporation of Allied Esports Entertainment, Inc.</a> |

**CERTIFICATE OF AMENDMENT  
TO THE SECOND AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION OF  
ALLIED ESPORTS ENTERTAINMENT, INC.  
(a Delaware corporation)**

Effective Date: July 27, 2020

Pursuant to Section 242 of the Delaware General Corporation Law, the undersigned, being the Chief Executive Officer of Allied Esports Entertainment, Inc., 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:

**RESOLVED:** The first sentence of the Fourth Article of the Second Amended and Restated Certificate of Incorporation of this Corporation is hereby amended and replaced with the following:

FOURTH: The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 76,000,000 of which 75,000,000 shares shall be Common Stock of the par value of \$0.0001 per share and 1,000,000 shares shall be Preferred Stock of the par value of \$0.0001 per share.

**FURTHER RESOLVED:** That the effective date of this Certificate of Amendment shall be July 27, 2020.

The foregoing resolutions and this Certificate of Amendment were adopted by the Board of Directors of the Corporation pursuant to board resolution approved as of July 17, 2020, in accordance with Section 141 of the Delaware General Corporation Law, and of holders of a majority of the outstanding shares of the Corporation’s voting stock by written consent effective July 27, 2020 in accordance with Section 242 of the Delaware General Corporation Law.

**IN WITNESS WHEREOF,** the undersigned, being the Chief Financial Officer of this Corporation, has executed this Certificate of Amendment to the Corporation’s Second Amended and Restated Certificate of Incorporation, as of July 27, 2020.

ALLIED ESPORTS ENTERTAINMENT, INC.

By: /s/ Anthony Hung  
Anthony Hung, *Chief Financial Officer*