

Tirex CORP
Form 8-K
February 22, 2010

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) February 16, 2010

The Tirex Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

33-17598-NY
(Commission
File Number)

22-2824362
(IRS Employer
Identification No.)

1771 Post Road East
Westport CT 06880

(Mailing Address) (Zip Code)

Registrant's telephone number, including area code
(203) 292-6922

(Former name or former address, if changed since last report.)

P.O. Box 1000
Stratford CT 06614

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))w
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03

Amendments to Articles of Incorporation or Bylaws

On February 16, 2010, The Tirex Corporation (Tirex), filed with the State of Delaware an Amendment to its Certificate of Designation of Series A Convertible Preferred Stock (the Series A Preferred), increasing the authorized shares of Series A Preferred by ten million (10,000,000) shares, from fifteen million (15,000,000) shares to twenty-five million (25,000,000) total shares. The Board of Directors of the Company previously approved the increase pursuant to its blank check preferred powers under Article IV of Tirex s Certificate of Incorporation, as amended,

Concurrently, Tirex issued (i) 5,000,000 shares of Series A Preferred to John L. Threshie, (ii) 2,500,000 shares of Series A Preferred to Louis V. Muro and (iii) 2,500,000 shares of Series A Preferred Stock to Micheal Ash. The Series A Preferred provides the holder with the equivalent of 100 votes per share, as compared with one vote per share of Tirex s common stock, on any manner properly eligible to ne put to a vote of the shareholders of the common stock of Tirex. The Series A Preferred converts into common stock of Tirex, at the Series A Preferred holder s election, at a rate of five shares of common stock per one share of Series A Preferred converted (5-for-1).

Also, on February 17, 2010, Tirex filed with the State of Delaware an Amendment to its Certificate of Incorporation, increasing the authorized \$0.001 par value common stock from the one billion, five hundred million (1,500,000,000) shares to two billion (2,000,000,000) common shares (the Amendment). The Board unanimously authorized the Amendment and the shareholders approved the Amendment by a majority consent of shareholder votes.

Management intends to use part of this increase in Tirex s authorization to satisfy certain liabilities, accrued and unpaid salaries, to compensate legal counsel and consultants for services actually rendered or to be rendered and to provide working capital to further the business activities of the corporation.

Item 9.01 Financial Statements and Exhibits

The following exhibits are filed as part of this report:

| Exhibit No. | Title |
|-------------|---|
| 3.1 | <u>Amended Certificate of Designation of Series A Convertible Preferred</u> |
| 3.2 | <u>Certificate of Amendment to Certificate of Incorporation</u> SIGNATURE |

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date February 22, 2010





