
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): **September 7, 2017**

MERIDIAN WASTE SOLUTIONS, INC.
(Exact name of registrant as specified in its charter)

New York

(State or other jurisdiction
of incorporation)

001-13984

(Commission File Number)

13-3832215

(IRS Employer
Identification No.)

One Glenlake Parkway NE Suite 900
Atlanta, GA 30328

(Address of principal executive offices)

(770) 691-6350

(Registrant's telephone number, including area code)

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 1.01 Entry into a Material Definitive Agreement.

Closing of Securities Purchase Agreements

As previously reported, on August 31, 2017, Meridian Waste Solutions, Inc. (the "Company") received \$1,043,000 in funding (the "Funding") in connection with a private placement offering to accredited investors (the "Offering") of up to \$1,410,000 of units (the "Units"), with each Unit comprised of (i) one (1) share of Series D Preferred Stock, par value \$0.001 per share (the "Series D Preferred Stock"), (ii) fifteen (15) warrants (the "Warrants") to purchase shares of the Company's common stock, par value \$0.025 per share ("Common Stock"), and (iii) three (3) shares of Common Stock, at a per unit purchase price of \$10.00, and, in connection therewith, the Company entered into definitive securities purchase agreements (the "First Closing Securities Purchase Agreements") with six (6) accredited investors (the "First Closing Investors"), and an aggregate of 104,300 shares of Series D Preferred Stock, 1,564,500 Warrants and 312,900 shares of Common Stock were issued, for aggregate gross proceeds to the Company of \$1,043,000. In connection with the first closing of the Offering, an aggregate of 64,185 shares of Common Stock are issuable to the First Closing Investors as dividends for Series D Preferred Stock.

On September 7, 2017, the Company completed an additional closing of the Offering (the "Closing"). In connection with the Closing, the Company entered into definitive securities purchase agreements (the "Securities Purchase Agreements") with seven (7) accredited investors (the "Investors"), and issued an aggregate of 33,450 shares of Series D Preferred Stock, 501,750 Warrants and 100,350 shares of Common Stock were issued, for aggregate gross proceeds to the Company of \$334,500. In connection with the Closing, an aggregate of 20,585 shares of Common Stock are issuable to the Investors as dividends for Series D Preferred Stock.

The Warrants are five year warrants to purchase shares of Common Stock at an exercise price of \$1.44 per share, exercisable beginning six months after the date of issuance thereof. The Warrants provide for cashless exercise to the extent that there is no registration statement available for the underlying shares of Common Stock.

The Company utilized the services of Garden State Securities, Inc., a FINRA-registered placement agent, for the Offering. In connection with the Closing, the Company will pay such placement agent an aggregate cash fee of \$26,760 and will issue to such placement agent or its designees 26,760 Warrants. The net proceeds to the Company from the Closing, after deducting the foregoing fees and other Offering expenses, are expected to be approximately \$305,000.

The Company intends to use the proceeds of the placement for capital expenditures. The Closing occurred following the satisfaction of customary closing conditions.

The representations and warranties contained in the Securities Purchase Agreements were made by the parties to, and solely for the benefit of, the other in the context of all of the terms and conditions of that agreement and in the context of the specific relationship between the parties. The provisions of the Securities Purchase Agreements, including the representations and warranties contained therein, are not for the benefit of any party other than the parties to such agreements, and are not intended as documents for investors and the public to obtain factual information about the current state of affairs of the parties to those documents and their agreements.

In connection with the Offering, the Company and the Investors entered into a Registration Rights Agreement (the "Registration Rights Agreement"). Pursuant to the Registration Rights Agreement, the Company shall prepare and, as soon as practicable, but in no event later than 30 days from the date of the closing of the Offering, file with the Securities and Exchange Commission (the "SEC") an initial Registration Statement on Form S-3 covering the resale of all shares of Common Stock comprising the Units, including shares of Common Stock underlying the Warrants, or the largest amount thereof permissible. The Company shall use its best efforts to have such initial Registration Statement, and each other Registration Statement required to be filed pursuant to the terms of the Registration Rights Agreement, declared effective by the SEC as soon as practicable.

The above description of the Warrants, Securities Purchase Agreements and Registration Rights Agreement do not purport to be complete and are qualified in their entirety by the full text of the forms of such documents, which are provided as exhibits to this Current Report on Form 8-K and incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities.

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.02.

The securities underlying the Amended and Restated Warrant and the securities issued pursuant to the Offering were not registered under the Securities Act of 1933, as amended (the "Securities Act"), but qualified for exemption under Section 4(a)(2) of the Securities Act. The securities were exempt from registration under Section 4(a)(2) of the Securities Act because the issuance of such securities by the Company did not involve a "public offering," as defined in Section 4(a)(2) of the Securities Act, due to the insubstantial number of persons involved in the transaction, size of the offering, manner of the offering and number of securities offered. The Company did not undertake an offering in which it sold a high number of securities to a high number of investors. In addition, these shareholders had the necessary investment intent as required by Section 4(a)(2) of the Securities Act since they agreed to, and received, share certificates bearing a legend stating that such securities are restricted pursuant to Rule 144 of the Securities Act. This restriction ensures that these securities would not be immediately redistributed into the market and therefore not be part of a "public offering." Based on an analysis of the above factors, the Company has met the requirements to qualify for exemption under Section 4(a)(2) of the Securities Act.

Item 3.03 Material Modification to Rights of Security Holders.

The information set forth in Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 3.03.

As previously reported, on September 7, 2017, the Company amended its Certificate of Incorporation by filing the Certificate of Amendment of the Certificate of Incorporation of the Company with the Secretary of State of the State of New York (the "Amendment to Certificate"), which established 141,000 shares of the Series D Preferred Stock, having such designations, rights and preferences as set forth in the Series D Designations, as determined by the Company's Board of Directors in its sole discretion, in accordance with the Company's Certificate of Incorporation and bylaws.

The shares of Series D Preferred Stock have a stated value of \$10.00 per share and are convertible into Common Stock at a price of \$1.00 per share, subject to adjustment (the "Conversion Price").

The shares of Series D Preferred Stock rank senior to the Common Stock and have the right to vote together with the holders of Common Stock as one class, with each share of Series D Preferred Stock voting on an "as converted" basis, with each share of Series D having 6.94 votes.

The Series D Preferred Stock shall also have the following class voting rights: so long as more than ten percent (10%) of the Series D Preferred Stock remain outstanding, the Company shall not, and shall not permit any subsidiary to, without the affirmative vote or consent of the holders of at least 75% of the shares of the Series D Preferred Stock outstanding at the time, given in person or by proxy, either in writing or at a meeting, in which the holders of the Series D Preferred Stock vote separately as a class: (i) amend, alter or repeal the provisions of the Series D Preferred Stock, whether by merger, consolidation or otherwise, so as to adversely affect any right, preference, privilege or voting power of the Series D Preferred Stock, including but not limited to the authorization or issuance of additional shares of Series D Preferred Stock; (ii) repurchase, redeem or pay dividends on (whether in cash, in kind, or otherwise), shares of the Company's Junior Stock; (iii) amend the Articles of Incorporation or By-Laws of the Company so as to materially and adversely and disproportionately affect any right, preference, privilege or voting power of the Series D Preferred Stock; (iv) effect any distribution with respect to Junior Stock; (v) reclassify the Company's outstanding securities; (vi) issue any Common Stock or any Common Stock equivalents below the Conversion Price, as in effect from time to time, excluding equity-based awards issued at the market price for the Company's Common Stock on the date of grant pursuant to the Company's current stock option plan and the issuance of stock upon exercise or conversion of currently outstanding securities; or (vii) amend any outstanding securities or instruments convertible or exchangeable into shares of Common Stock such that the conversion or exchange price or ratio would result in shares of Common Stock having an effective price per share below the Conversion Price.

The foregoing descriptions of the Amendment to Certificate and the Series D Preferred Stock designations does not purport to be complete and are subject to, and qualified in their entirety by, the Amendment to Certificate, a copy of which is attached as an exhibit to this Current Report on Form 8-K and incorporated herein by reference.

The above description of the designations, rights and preferences of the Series D Preferred Stock do not purport to be complete and are qualified in their entirety by the full text of the Certificate of Amendment to Certificate of Incorporation, which is provided as an exhibit to this Current Report on Form 8-K and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	<u>Certificate of Amendment to Certificate of Incorporation (incorporated herein by reference to Exhibit 3.1 to the Meridian Waste Solutions, Inc. Current Report filed with the SEC on September 7, 2017)</u>
4.1	<u>Form of Warrant (incorporated herein by reference to Exhibit 4.1 to the Meridian Waste Solutions, Inc. Current Report filed with the SEC on September 7, 2017)</u>
10.1	<u>Form of Securities Purchase Agreement (incorporated herein by reference to Exhibit 10.1 to the Meridian Waste Solutions, Inc. Current Report filed with the SEC on September 7, 2017)</u>
10.2	<u>Form of Registration Rights Agreement (incorporated herein by reference to Exhibit 10.2 to the Meridian Waste Solutions, Inc. Current Report filed with the SEC on September 7, 2017)</u>

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.

MERIDIAN WASTE SOLUTIONS, INC.

Date: September 8, 2017

By: /s/ Jeffrey Cosman

Name: Jeffrey Cosman

Title: Chief Executive Officer