

---

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**June 8, 2023**

(Date of earliest event reported)

**APPLIED DIGITAL CORPORATION**

(Exact name of registrant as specified in its charter)

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

**001-31968**  
(Commission File Number)

**95-4863690**  
(IRS Employer  
Identification No.)

**3811 Turtle Creek Blvd., Suite 2100,**  
(Address of principal executive offices)

**Dallas, TX**

**75219**  
(Zip Code)

**214-427-1704**

(Registrant's telephone number, including area code)

(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))

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.

Securities registered pursuant to Section 12(b) of the Act:

<b>Title of each class</b>	<b>Trading Symbol(s)</b>	<b>Name of each exchange on which registered</b>
Common Stock	APLD	Nasdaq Global Select Market

---

---

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

On June 8, 2023, Applied Digital Corporation (the "Company") filed a Certificate of Amendment to the Certificate of Designation of Rights, Privileges, Preferences, and Restrictions of Series E Preferred Stock (the "Certificate of Amendment") with the Secretary of State of the State of Nevada, which removed the ability of the holders of Series E Preferred Stock to request payment of dividends in common stock of the Company. Dividends payable to the holders of Series E Preferred Stock will only be paid in cash out of the Company's legally available funds. The Certificate of Amendment became effective on June 9, 2023.

**Item 9.01 Financial Statements and Exhibits.**  
(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
3.1	<a href="#">Certificate of Amendment to the Certificate of Designations for the Series E Redeemable Preferred Stock.</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).



**SIGNATURE**

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 9, 2023

By: /s/ David Rench  
Name: David Rench  
Title: Chief Financial Officer

FRANCISCO V. AGUILAR  
Secretary of State

GABRIEL DI CHIARA  
Chief Deputy

STATE OF NEVADA



OFFICE OF THE  
SECRETARY OF STATE

Commercial Recordings Division  
202 N. Carson Street  
Carson City, NV 89701  
Telephone (775) 684-5708  
Fax (775) 684-7138  
North Las Vegas City Hall  
2250 Las Vegas Blvd North, Suite 400  
North Las Vegas, NV 89030  
Telephone (702) 486-2880  
Fax (702) 486-2888

Business Entity - Filing Acknowledgement

06/09/2023

Work Order Item Number: W2023060801497-2960247  
Filing Number: 20233255955  
Filing Type: Amendment Before Issuance of Stock  
Filing Date/Time: 6/8/2023 12:19:00 PM  
Filing Page(s): 2

Indexed Entity Information:

Entity ID: C13283-2001 Entity Name: Applied Digital Corporation  
Entity Status: Active Expiration Date: None

Commercial Registered Agent

CAPITOL CORPORATE SERVICES, INC.

202 SOUTH MINNESOTA STREET, Carson City, NV 89703, USA

The attached document(s) were filed with the Nevada Secretary of State, Commercial Recording Division. The filing date and time have been affixed to each document, indicating the date and time of filing. A filing number is also affixed and can be used to reference this document in the future.

Respectfully,

A handwritten signature in black ink that reads "FV Aguilar".

FRANCISCO V. AGUILAR  
Secretary of State

Commercial Recording Division  
202 N. Carson Street

---



FRANCISCO V. AGUILAR  
Secretary of State  
202 North Carson Street  
Carson City, Nevada 89701-4201  
(775) 684-5708  
Website: www.nvsos.gov

Filed in the Office of	Business Number
<i>FVAguilar</i>	C13283-2001
Secretary of State	Filing Number
State Of Nevada	2023325955
	Filed On
	6/8/2023 12:19:00 PM
	Number of Pages
	2

## Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

- Certificate of Designation
- Certificate of Amendment to Designation - Before Issuance of Class or Series
- Certificate of Amendment to Designation - After Issuance of Class or Series
- Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

<b>1. Entity information:</b>	Name of entity: Applied Digital Corporation
	Entity or Nevada Business Identification Number (NVID): C13283-2001
<b>2. Effective date and time:</b>	For Certificate of Designation or Amendment to Designation Only (Optional): Date: _____ Time: _____ (must not be later than 90 days after the certificate is filed)
<b>3. Class or series of stock:</b> (Certificate of Designation only)	The class or series of stock being designated within this filing:
<b>4. Information for amendment of class or series of stock:</b>	The original class or series of stock being amended within this filing: Series E Preferred Stock
<b>5. Amendment of class or series of stock:</b>	<input checked="" type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued.  <input type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.
<b>6. Resolution:</b> Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* See Exhibit A attached hereto for Certificate of Amendment to Certificate of Designations for Series E Preferred Stock
<b>7. Withdrawal:</b>	Designation being _____ Date of _____ Withdrawn: _____ Designation: _____  No shares of the class or series of stock being withdrawn are outstanding.  The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: *

**8. Signature:** (Required) DocuSigned by: David Renck Date: 6/7/2023  
0205253880141E... Officer

\* Attach additional page(s) if necessary

This form must be accompanied by appropriate fees.



**EXHIBIT A**  
**TO CERTIFICATE, AMENDMENT OR WITHDRAWAL OF DESIGNATION OF**  
**SERIES E REDEEMABLE PREFERRED STOCK OF**  
**APPLIED DIGITAL CORPORATION**

IT IS HEREBY CERTIFIED THAT:

1. The Certificate of Designations of Series E Redeemable Preferred Stock of Applied Digital Corporation (the "Corporation") is hereby amended by striking out Section 1.1(d)(i)(A) thereof and by substituting in its place the following new Section:

“(A) The holders of shares of Series E Preferred Stock shall be entitled to receive, and the Corporation shall pay, out of legally available funds, dividends on each share of Series E Preferred Stock at an annual rate of 8.0% of the Stated Value. Dividends will be declared and accrued monthly. Such dividends shall be payable upon Board approval, which may not be monthly, out of legally available funds in cash. Dividends payable on the Series E Preferred Stock for any Dividend Period (as defined below) (including any Dividend Period during which any shares of Series E Preferred Stock shall be redeemed) shall be computed on the basis of twelve 30-day months and a 360-day year. The holders of shares of Series E Preferred Stock are not entitled to any dividend in excess of full cumulative dividends on shares of Series E Preferred Stock. Such dividends shall be payable upon Board approval, which may not be monthly, out of legally available funds in cash.”

2. That said amendment was duly adopted in accordance with the provisions of Section 78.380 of the Nevada Revised Statutes by the unanimous consent of the members of the Board of Directors of the Corporation.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed and attested to this 7th day of June, 2023.

DocuSigned by:  
  
0205253BB60141E  
DAVID RUNCH  
Chief Financial Officer





