

**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 9, 2020

Superconductor Technologies Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

000-21074
(Commission File Number)

77-0158076
(I.R.S. Employer Identification Number)

15511 W. State Hwy 71, Suite 110-105, Austin, TX 78738
(Address of Principal Executive Offices) (Zip Code)

(512) 650-7775
(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:

- 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 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001	SCON	The NASDAQ Stock Market LLC

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

On September 10, 2020, Superconductor Technologies Inc. (the "Company" or "we" or "our") effected a one-for-ten (1-for-10) reverse stock split of our common stock, par value \$0.001 (the "Reverse Stock Split"). The Company filed a Certificate of Amendment (the "Certificate of Amendment") of its Restated Certificate of Incorporation, as amended (the "Restated Certificate of Incorporation"), with the Secretary of State of the State of Delaware, to effect the Reverse Stock Split. On that date the Company also reduced its authorized common stock by the same ratio as used in the Reverse Split, resulting in 25,000,000 authorized shares of common stock.

As previously described in detail in our definitive proxy statement filed with the Securities and Exchange Commission, at our annual meeting of stockholders adjourned to August 10, 2020, the stockholders approved amendment of our Restated Certificate of Incorporation to effect a reverse stock split of our common stock at a ratio in the range of not less than 1-for-5 and not more than 1-for-25. Our board of directors thereafter selected the 1-for-10 reverse stock split ratio and authorized the implementation of the Reverse Stock Split, as well as the reduction in the authorized common stock noted above.

As a result of the Reverse Stock Split, every ten (10) shares of our pre-Reverse Stock Split common stock were combined and reclassified into one (1) share of our common stock. Our post-Reverse Stock Split common stock began trading on September 10, 2020 with a new CUSIP number of 867931 701.

No fractional shares will be issued in connection with the Reverse Stock Split. Stockholders who otherwise would have been entitled to receive a fractional share in connection with the Reverse Stock Split will receive a cash payment in lieu thereof.

Our transfer agent, Computershare Trust Company, is acting as exchange agent for the Reverse Stock Split and will send instructions to stockholders of record regarding the exchange of certificates for common stock. Stockholders who hold their shares in brokerage accounts or in "street name" will not be required to take any action to effect the exchange of their shares.

On September 9, 2020, we issued a press release with respect to the Reverse Stock Split described herein.

Item 5.07. Submission of Matters to a Vote of Security Holders.

Superconductor Technologies Inc. (the "Company" or "our") held its 2020 Annual Meeting of Stockholders (the "Annual Meeting") on September 2, 2020 which meeting was adjourned to allow additional time for voting on Proposal 3 in the Company's proxy materials. Proposal 3 was the approval of an amendment to the Company's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to effect a reverse stock split of the Company's outstanding shares of common stock at a ratio of not less than 1:5 and not greater than 1:25 (the "Reverse Stock Split"), with the board of directors (the "Board") having the discretion to determine whether or not the Reverse Stock Split is to be effected at any time prior to the first anniversary date of the Annual Meeting and with the exact ratio of any reverse stock split to be set within the range as determined by the board in its discretion. At the time of the Annual Meeting, there were insufficient votes to pass proposal 3 to authorize the Reverse Stock Split. On the basis of the passage of proposal 4, approving any adjournment of the Annual Meeting to solicit additional votes for proposal 3, the Annual Meeting was adjourned to September 3, 2020, September 8, 2020 and again to September 9, 2020 at the Hill Country Galleria, Bee Cave, Texas 78738 to allow additional time for stockholders to submit their votes on proposal 3.

The number of shares of common stock entitled to vote at the Annual Meeting was 31,517,833 shares. The number of shares of common stock present or represented by valid proxy at the annual meeting was 20,075,864 shares. All proposals passed at the Annual Meeting. The number of votes cast for and against, and the number of abstentions and broker non-votes with respect to the matters voted at the September 9, 2020 continuation of the Annual Meeting are set forth below:

Proposal 3: Reverse Stock Split in the discretion of our Board of Directors.

The stockholders approved Proposal 3 (the approval of an amendment to the Company's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), to effect a reverse stock split of the Company's outstanding shares of common stock at a ratio of not less than 1:5 and not greater than 1:25 (the "Reverse Stock Split"), with the board of directors (the "Board") having the discretion to determine whether or not the Reverse Stock Split is to be effected at any time prior to the first anniversary date of the Annual Meeting and with the exact ratio of any reverse stock split to be set within the range as determined by the board in its discretion), as set forth below:

For	Against	Abstain	Broker Non-Votes
15,795,631	4,177,339	102,894	-

Other Proposals.

The results for the other proposals which were voted on at the Annual Meeting on September 2, 2020 are set forth in the Company's Current Report on Form 8-K filed on September 3, 2020.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

[3.1](#) [Certificate of Amendment of Restated Certificate of Incorporation of Superconductor Technologies Inc. filed with the Delaware Secretary of State on September 9, 2020, and effective at 12:01 a.m. on September 10, 2020.](#)

[99.1](#) [Release dated September 9, 2020.](#)

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.

Superconductor Technologies Inc.

Date: September 10, 2020

By: /s/ William J. Buchanan
William J. Buchanan
Chief Financial Officer

Delaware

Page 1

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "SUPERCONDUCTOR TECHNOLOGIES INC.", FILED IN THIS OFFICE ON THE NINTH DAY OF SEPTEMBER, A.D. 2020, AT 10:01 O`CLOCK A.M.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE TENTH DAY OF SEPTEMBER, A.D. 2020.



2125868 8100
SR# 20207170629

You may verify this certificate online at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBULLOCK".

Jeffrey W. Bullock, Secretary of State

Authentication: 203618327
Date: 09-09-20



**CERTIFICATE OF AMENDMENT
OF
RESTATED CERTIFICATE OF INCORPORATION
OF
SUPERCONDUCTOR TECHNOLOGIES INC.**

Superconductor Technologies Inc., a corporation organized and existing under the laws of the State of Delaware (the "*Company*"), hereby certifies as follows:

1. That Section 1. of Article IV. of the Company's Restated Certificate of Incorporation, as amended (the "*Certificate of Incorporation*"), hereby is restated in full as follows:

"1. The total number of shares of Common Stock which the Corporation shall have authority to issue is 25,000,000 shares, having a par value of \$0.001 per share (the "*Common Stock*"), and the total number of shares of Preferred Stock this Corporation shall have authority to issue is 2,000,000 shares, having a par value of \$0.001 per share (the "*Preferred Stock*").

2. Article IV of the Certificate of Incorporation is further amended to add Section 6 as follows:

"Section 6. Effective as of 12:01 a.m. Eastern Time on September 10, 2020, each ten (10) shares of the issued and outstanding shares of Common Stock of this corporation shall thereby and thereupon automatically be combined into one (1) validly issued, fully paid and non-assessable share of Common Stock of this corporation (the "*Reverse Stock Split*"). No scrip or fractional shares will be issued by reason of the Reverse Stock Split. In lieu thereof, cash shall be distributed to each stockholder of the Company who would otherwise have been entitled to receipt of a fractional share and the amount of cash to be distributed shall be based upon the average closing price of a share of Common Stock on the NASDAQ Capital Market for the five trading days immediately preceding the effective date of the Amendment."

3. That the foregoing amendments have been duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law, by approval of the board of directors of the Company at a meeting on September 9, 2020, and by the affirmative vote of the holders of at least a majority of the outstanding shares of common stock of the Company entitled to vote thereon at a meeting on September 9, 2020. There are no other classes of stock outstanding entitled to vote.

4. The effective time of the amendments herein certified shall be 12:01 a.m. Eastern Time on September 10, 2020.

[signature page follows]

IN WITNESS WHEREOF, the Company has caused this Certificate of Amendment of Restated Certificate of Incorporation to be duly executed by its authorized officer this 9th day of September, 2020.

SUPERCONDUCTOR TECHNOLOGIES INC.

By: /s/ William J. Buchanan
William J. Buchanan
Chief Financial Officer

Superconductor Technologies Inc. Completes Reverse Stock Split

AUSTIN, Texas, Sept. 09, 2020 (GLOBE NEWSWIRE) -- Superconductor Technologies Inc. (STI) (Nasdaq: SCON) will effect a one-for-ten (1:10) reverse split of its common stock on September 10, 2020. The reverse stock split, which was authorized by its Board of Directors, was approved by STI's stockholders on September 9, 2020. Upon market open Thursday, September 10, 2020, STI's common stock will continue trading under the symbol SCON on a split-adjusted basis with a new CUSIP number: 867931 701.

STI has implemented the reverse stock split for the purpose of regaining compliance with the Nasdaq Stock Market's listing maintenance standard that requires STI to maintain at least a \$1.00 per share minimum bid price. The reverse stock split will reduce the number of outstanding shares of STI common stock from approximately 31,517,833 shares as of August 7, 2020, to approximately 3,151,783 shares outstanding post-split. Correspondingly, the initial trading price of STI common stock is expected to proportionately increase immediately following the reverse stock split. However, other factors may adversely affect the price of our common stock and there can be no assurance that the reverse stock split will increase the trading price of our common stock. Additionally, there is no assurance that the reverse stock split will allow us to regain and maintain compliance with the Nasdaq Stock Market's listing maintenance standard.

In the reverse stock split, each ten shares of issued and outstanding common stock will be converted automatically into one share of common stock. No fractional shares will be issued in connection with the reverse stock split, and stockholders who would be entitled to fractional shares will receive cash in lieu of fractional shares. The reverse stock split will also have a proportionate effect on all stock options and warrants outstanding as of September 10, 2020. In conjunction with the reverse stock split, the authorized shares of common stock are being reduced by the same one-for-ten ratio, resulting in 25,000,000 shares of authorized capital stock.

Stockholders who hold their shares in brokerage accounts or in "street name" will not be required to take any action to effect the exchange of their shares. Stockholders of record as of September 10, 2020, who hold share certificates will receive instructions from STI's transfer agent, Computershare, explaining the process for obtaining new post-split stock certificates. Computershare will act as the exchange agent for purposes of implementing the exchange of stock certificates.

Additional information on the reverse split can be found in STI's definitive proxy statement filed with the Securities and Exchange Commission on August 10, 2020, which is available on the SEC's website at www.sec.gov and on the [company's website](#).

About Superconductor Technologies Inc. (STI)

Superconductor Technologies Inc. is a global leader in superconducting innovation. Since 1987, STI has led innovation in HTS materials, developing more than 100 patents as well as proprietary trade secrets and manufacturing expertise. For more than 20 years STI utilized its unique HTS manufacturing process for solutions to maximize capacity utilization and coverage for Tier 1 telecommunications operators. Headquartered in Austin, TX, Superconductor Technologies Inc.'s common stock is listed on the NASDAQ Capital Market under the ticker symbol "SCON." For more information about STI, please visit <http://www.suptech.com>.

Safe Harbor Statement

This communication contains forward-looking statements (including within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and Section 27A of the Securities Act of 1933, as amended) concerning STI, its future listing on Nasdaq and other matters. These statements may discuss the likelihood of remaining listed on Nasdaq, and STI goals, intentions and expectations as to future plans, trends, events, results of operations or financial condition, or otherwise, based on current beliefs of the management of STI, as well as assumptions made by, and information currently available to, management. Forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as "may," "will," "should," "would," "expect," "anticipate," "plan," "likely," "believe," "estimate," "project," "intend," and other similar expressions. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties and are not guarantees of future performance. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors, including, without limitation: the risk that STI will be delisted by Nasdaq notwithstanding the reverse stock split, which would likely have a material adverse effect on our stock price and liquidity; regulatory requirements or developments; changes in capital resource requirements; and legislative, regulatory, political and economic developments. The foregoing review of important factors that could cause actual events to differ from expectations should not be construed as exhaustive and should be read in conjunction with statements that are included herein and elsewhere, including the risk factors included in STI's most recent Annual Report on Form 10-K, Quarterly Reports on Form 10-Q and Current Reports on Form 8-K filed with the SEC. STI can give no assurance that it will remain listed on Nasdaq. Except as required by applicable law, STI undertakes no obligation to revise or update any forward-looking statement, or to make any other forward-looking statements, whether as a result of new information, future events or otherwise.

Investor Relations Contact

William J. Buchanan, CFO, Superconductor Technologies Inc.
buchanan@suptech.com