

**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
Date of report (Date of earliest event reported): September 30, 2024

Beneficial
(Exact Name of Registrant as Specified in Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-41715
(Commission
File Number)

72-1573705
(I.R.S. Employer
Identification No.)

325 North St. Paul Street, Suite 4850
Dallas, Texas 75201
(Address of Principal Executive Offices, and Zip Code)

(214) 445-4700
Registrant's Telephone Number, Including Area Code

N/A
(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 communication 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
Shares of Class A common stock, par value \$0.001 per share	BENF	Nasdaq Stock Market LLC
Warrants, each whole warrant exercisable for one share of Class A common stock, par value \$0.001 per share, and one share of Series A convertible preferred stock, par value \$0.001 per share	BENFW	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 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §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 1.02. Termination of a Material Definitive Agreement.

As previously disclosed, on June 5, 2023, Beneficient's (the "Company") predecessor-in-interest, The Beneficient Company Group, L.P. ("BCG"), and RiverNorth SPAC Arbitrage Fund, L.P. ("RiverNorth") entered into that certain Prepaid Forward Purchase Agreement, pursuant to which RiverNorth agreed to, among other things, effect certain purchases of shares of Class A common stock of Avalon Acquisition Inc. ("Avalon") that would have been redeemed in connection with BCG's business combination with Avalon (the "Forward Purchase Agreement"). On September 30, 2024, the Company and RiverNorth entered into an agreement to terminate the Forward Purchase Agreement. In connection with the termination of the Forward Purchase Agreement, RiverNorth agreed to return the approximately 23,651 unsold shares of the Company's Class A common stock, par value \$0.001 per share (the "Class A common stock"), to the Company.

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

On October 2, 2024, the Company filed a Certificate of Amendment (the "Certificate of Amendment") to the Company's Articles of Incorporation (the "Articles of Incorporation") with the Secretary of State of the State of Nevada to increase the number of authorized shares of Class A common stock from 18,750,000 to 5,000,000,000. The increase in the number of authorized shares was approved by the Company's stockholders on October 2, 2024, as described under Item 5.07 of this Current Report on Form 8-K.

The foregoing description of the Certificate of Amendment is only a summary, does not purport to be complete, and is qualified in its entirety by reference to the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

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

On October 2, 2024, the Company held a Special Meeting of Stockholders (the "Meeting"). Holders of shares of the Company's Class A common stock and Class B common stock, par value \$0.001 per share ("Class B common stock"), representing a total of 3,642,593 votes were present or represented by proxy at the Meeting, representing approximately 55.01% of the Company's total voting power as of the September 9, 2024 record date for the Meeting. The following are the voting results for the proposals considered and voted upon at the Meeting, each of which were described in the Company's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on September 20, 2024.

Proposal 1: To authorize and approve an amendment to the Company's Articles of Incorporation to increase the number of authorized shares of Class A common stock from 18,750,000 to 5,000,000,000 ("Proposal 1").

Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
3,603,437	32,277	6,879	-

Proposal 2: To approve an adjournment of the Meeting, to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of Proposal 1 ("Proposal 2").

Votes Cast For	Votes Cast Against	Abstentions	Broker Non-Votes
3,605,836	30,216	6,541	-

Prior to the Meeting, the holders of the Company's Class B common stock, voting as a separate class, approved Proposal 1 and Proposal 2 by written consent. Based on the foregoing votes, both Proposal 1 and Proposal 2 were approved. No other matters were submitted to or voted on by the Company's stockholders at the Meeting.

Item 9.01. Financial Statements and Exhibits.

Exhibit No.	Description of Exhibit
3.1	Certificate of Amendment to the Articles of Incorporation, filed October 2, 2024.
104	Cover Page Interactive Data File (formatted as Inline XBRL).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BENEFICIENT

By: /s/ Gregory W. Ezell

Name: Gregory W. Ezell

Title: Chief Financial Officer

Dated: October 4, 2024

FRANCISCO V. AGUILAR
Secretary of State

DEPUTY BAKKEDAHL
Deputy Secretary for
Commercial Recordings

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

Commercial Recordings Division
401 N. Carson Street
Carson City, NV 89701
Telephone (775) 684-5708
Fax (775) 684-7141

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

10/03/2024


Work Order Item Number: W2024100301831-3978368
Filing Number: 20244378164
Filing Type: Amendment After Issuance of Stock
Filing Date/Time: 10/2/2024 3:27:00 PM
Filing Page(s): 3

Indexed Entity Information:

Entity ID: E32494422023-9 **Entity Name:** Beneficient
Entity Status: Active **Expiration Date:** None

Commercial Registered Agent
CAPITOL CORPORATE SERVICES, INC.
716 N. Carson St. #B, Carson City, NV 89701, 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,

FRANCISCO V. AGUILAR
Secretary of State



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

Filed in the Office of <i>FV Aguilar</i>	Business Number E32494422023-9
Secretary of State State Of Nevada	Filing Number 20244378164
	Filed On 10/2/2024 3:27:00 PM
	Number of Pages 3

Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

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

1. Entity information:	Name of entity as on file with the Nevada Secretary of State: Beneficient
	Entity or Nevada Business Identification Number (NVID): E32494422023-9
2. Restated or Amended and Restated Articles: (Select one) <small>(If amending and restating only, complete section 1, 2, 3, 5 and 6)</small>	<input type="checkbox"/> Certificate to Accompany Restated Articles or Amended and Restated Articles <input type="checkbox"/> Restated Articles - No amendments; articles are restated only and are signed by an officer of the corporation who has been authorized to execute the certificate by resolution of the board of directors adopted on: _____ The certificate correctly sets forth the text of the articles or certificate as amended to the date of the certificate. <input type="checkbox"/> Amended and Restated Articles <small>* Restated or Amended and Restated Articles must be included with this filing type.</small>
3. Type of Amendment Filing Being Completed: (Select only one box) <small>(If amending, complete section 1, 3, 5 and 6.)</small>	<input type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.380 - Before Issuance of Stock) The undersigned declare that they constitute at least two-thirds of the following: (Check only one box) <input type="checkbox"/> incorporators <input type="checkbox"/> board of directors The undersigned affirmatively declare that to the date of this certificate, no stock of the corporation has been issued <input checked="" type="checkbox"/> Certificate of Amendment to Articles of Incorporation (Pursuant to NRS 78.385 and 78.390 - After Issuance of Stock) The vote by which the stockholders holding shares in the corporation entitling them to exercise at least a majority of the voting power, or such greater proportion of the voting power as may be required in the case of a vote by classes or series, or as may be required by the provisions of the articles of incorporation* have voted in favor of the amendment is: 54.4% Or <input type="checkbox"/> No action by stockholders is required, name change only. <input type="checkbox"/> Officer's Statement (foreign qualified entities only) - Name in home state, if using a modified name in Nevada: _____ Jurisdiction of formation: _____ Changes to takes the following effect: <input type="checkbox"/> The entity name has been amended. <input type="checkbox"/> Dissolution <input type="checkbox"/> The purpose of the entity has been amended. <input type="checkbox"/> Merger <input type="checkbox"/> The authorized shares have been amended. <input type="checkbox"/> Conversion <input type="checkbox"/> Other: (specify changes) _____ _____ <small>* Officer's Statement must be submitted with either a certified copy of or a certificate evidencing the filing of any document, amendatory or otherwise, relating to the original articles in the place of the corporations creation.</small>

This form must be accompanied by appropriate fees.



FRANCISCO V. AGUILAR
 Secretary of State
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 Carson City, Nevada 89701-4201
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Profit Corporation:
Certificate of Amendment (PURSUANT TO NRS 78.380 & 78.385/78.390)
Certificate to Accompany Restated Articles or Amended and
Restated Articles (PURSUANT TO NRS 78.403)
Officer's Statement (PURSUANT TO NRS 80.030)

4. Effective Date and Time: (Optional) Date: Time:
 (must not be later than 90 days after the certificate is filed)

5. Information Being Changed: (Domestic corporations only)

Changes to takes the following effect:

- The entity name has been amended.
- The registered agent has been changed. (attach Certificate of Acceptance from new registered agent)
- The purpose of the entity has been amended.
- The authorized shares have been amended.
- The directors, managers or general partners have been amended.
- IRS tax language has been added.
- Articles have been added.
- Articles have been deleted.
- Other.

The articles have been amended as follows: (provide article numbers, if available)
 Article VIII - authorized shares has been amended (see attached)

(attach additional page(s) if necessary)

6. Signature: (Required)

X /s/ Gregory W. Ezell
 Signature of Officer or Authorized Signer Title

X /s/ David B. Rost
 Signature of Officer or Authorized Signer Title

*If any proposed amendment would alter or change any preference or any relative or other right given to any class or series of outstanding shares, then the amendment must be approved by the vote, in addition to the affirmative vote otherwise required, of the holders of shares representing a majority of the voting power of each class or series affected by the amendment regardless to limitations or restrictions on the voting power thereof.

Please include any required or optional information in space below:
 (attach additional page(s) if necessary)

See attached.

This form must be accompanied by appropriate fees.

**ATTACHMENT TO
CERTIFICATE OF AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
BENEFICIENT,
a Nevada Corporation**

Beneficient (the "Corporation"), a corporation organized and existing under and by virtue of the provisions of Chapter 78 of Nevada Revised Statutes:

DOES HEREBY CERTIFY:

That the Board of Directors of the Corporation has duly adopted a resolution setting forth a proposed amendment to the existing Articles of Incorporation (the "Articles of Incorporation"), and the stockholders of the Corporation have approved said amendment to the Articles of Incorporation. This amendment amends Article VIII Section 1(a) of the Articles of Incorporation in its entirety to read as follows:

Section 1. Capital Stock

(a) Number of Authorized Shares. The total number of shares of all classes of capital stock that the Corporation is authorized to issue is 5,250,250,000 shares, consisting of: (i) 5,000,000,000 shares of Class A Common Stock, par value \$0.001 per share (the "Class A Common Stock"); (ii) 250,000 shares of Class B Common Stock, par value \$0.001 per share (the "Class B Common Stock"); and (iii) 250,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock"). The term "Common Stock" shall mean, collectively, the Class A Common Stock and the Class B Common Stock.
