

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 30, 2014**

**PRICED IN CORP.**

(Name of registrant in its charter)

**Nevada**

(State or jurisdiction  
of incorporation or  
organization)

**333-184897**

(Commission File  
Number)

**39-2079974**

(IRS Employer  
Identification No.)

**154 Thames Street, Newport, Rhode Island 02840**

(Address of principal executive offices)

**877-435-5998**

(Registrant's telephone number)

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

On October 1, 2014 Priced In Corp. (the “Company”) filed its First Amended and Restated Articles of Incorporation with the State of Nevada, pursuant to which it increased the total number of shares of capital stock which may be issued by the Company to two hundred twenty million (220,000,000), of which:

(i) Two Hundred Million (200,000,000) shall be common stock, par value of \$.0001 per share (the “Common Stock”). Each share of Common Stock shall entitle the holder thereof to one (1) vote on any matter submitted to a vote at a meeting of the stockholders; and

(ii) Twenty Million (20,000,000) shall be preferred stock, par value of \$.0001 per share (the “Preferred Stock”). The Board of Directors is authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

The disclosures in Items 5.07 and 8.01 are hereby incorporated by reference.

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

On September 30, 2014 Captains Crew LLC, the principal stockholder of the Company, approved the increase in authorized capital referenced in Item 5.03 of this Report and a 1.23 for 1 forward split of the Company’s Common Stock, which was effective September 30, 2014. The 1.23 for 1 forward split (23% stock dividend) will be mailed directly to shareholders of the Company on October 3, 2014 and was announced on October 2, 2014 on the FINRA OTC Corporate Actions Daily List.

The principal shareholder cast 9,500,000 votes in favor of each of the above actions, which represented 74.5% of the shares eligible to vote on matters presented to the shareholders of the Company. These items were acted upon as described further in Item 8.01 below.

### **Item 8.01. Other Items.**

#### ***Forward Stock Split and Increase in Authorized Shares***

On October 1, 2014, the Company filed its First Amended and Restated Articles of Incorporation to increase the authorized number of shares of the Company’s Common Stock to a new total of 200,000,000 shares and authorize the issuance of 20,000,000 shares of the Company’s Preferred Stock. As disclosed above in Item 5.07, amendment and restatement of the certificate of incorporation effectuating the above authorized share increases was approved by written consent of the shareholders and the Board of Directors dated September 30, 2014. The First Amended and Restated Articles of Incorporation is attached to this Current Report as Exhibit 3.1.

On September 30, 2014, the Company effected an 1.23 for 1 stock split (the “Effective Date”). As disclosed above in Item 5.07, the split was approved by the Company’s stockholders and Board of Directors by written consent dated September 30, 2014.

On the Effective Date, immediately and without further action by the Company’s stockholders, every 1 share of the Company’s Common Stock issued and outstanding immediately prior to the Effective Date will automatically receive by direct mail an additional certificate for .23 shares of the Company’s common stock. The .23 shares will be mailed directly to shareholders of the Company on October 3, 2014. As a result of the split, calculated as of the Effective Date, the number of outstanding shares of the Company’s common stock was increased to approximately 15,375,000, subject to adjustment for fractional shares. All fractional shares were rounded up to the next whole share as a result of the split.

### **Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
3.1	First Amended and Restated Articles of Incorporation

## 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.

Date: October 3, 2014

### PRICED IN CORP.

By: /s/ Jay Lasky  
Jay Lasky  
Chief Executive Officer

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**FIRST AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PRICED IN CORP**

Priced In Corp, a Nevada corporation (the "Corporation"), does hereby certify as follows:

**FIRST:** The name of the Corporation is Priced In Corp. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Nevada on November 23, 2010 under the name Streamline Resources, Inc. The name of the Corporation was subsequently changed to Priced In Corp, pursuant to a Certificate of Amendment filed on April 24, 2012.

**SECOND:** In an action taken by written consent by the Board of Directors of the Corporation, a resolution was duly adopted, subject to stockholders approval, to amend and restate the Articles of Incorporation of the Corporation. The stockholders duly approved and adopted these First Amended and Restated Articles of Incorporation by written consent in accordance with the laws of the state of Nevada.

**THIRD:** The Articles of Incorporation of the Corporation, as amended, are hereby amended and restated in their entirety to read as follows:

ARTICLE I  
NAME OF CORPORATION

The name of the corporation is Priced In Corp.

ARTICLE II  
REGISTERED AGENT FOR SERVICE OF PROCESS

The Corporation's commercial registered agent is InCorp Services, Inc.

ARTICLE III  
PURPOSE

The purpose of the Corporation is to engage in any legal purpose and to do all other things incidental thereto.

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ARTICLE IV  
AUTHORIZED STOCK

SECTION 1. Authorized Stock. The total number of shares of capital stock which may be issued by the Corporation is two hundred twenty million (220,000,000), of which:

- (i) Two Hundred Million (200,000,000) shall be common stock, par value of \$.0001 per share (the "Common Stock"); and
- (ii) Twenty Million (20,000,000) shall be preferred stock, par value of \$.0001 per share (the "Preferred Stock").

SECTION 2. Common Stock. Each share of Common Stock shall entitle the holder thereof to one (1) vote on any matter submitted to a vote at a meeting of the stockholders.

SECTION 3. Preferred Stock. The Board of Directors is authorized, subject to limitations prescribed by law, to fix by resolution or resolutions the designations, powers, preferences and rights, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock, including without limitation authority to fix by resolution or resolutions the dividend rights, dividend rate, conversion rights, voting rights, rights and terms of redemption (including sinking fund provisions), redemption price or prices, and liquidation preferences of any such series, and the number of shares constituting any such series and the designation thereof, or any of the foregoing.

FOURTH: 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 amendments is as follows:

<u>Number of Shares Outstanding</u>	<u>Number of Shares Voting in Favor of Amendments</u>
12,750,000 shares of Common Stock	9,500,000 shares of Common Stock

*[The next page is the signature page]*

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The undersigned authorized officer of the Corporation has executed these First Amended and Restated Articles of Incorporation, certifying that the facts herein stated are true, this 30<sup>th</sup> day of September, 2014.

/s/ Jay Lasky \_\_\_\_\_

Jay Lasky

President

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