

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

October 20, 2022

Date of Report
(Date of earliest event reported)

iFresh Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or other jurisdiction
of incorporation)

001-38013

(Commission File Number)

82-0664764

(IRS Employer
Identification No.)

137-80 Northern Blvd., 2nd Floor, Flushing, NY

(Address of Principal Executive Offices)

11354

(Zip Code)

(718) 359-2518

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report)

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

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common stock, \$0.0001 par value	IFMK	OTC

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
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

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.

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

At the special meeting of shareholders of iFresh Inc. (“iFresh”) on September 30, 2022, iFresh’s shareholders approved a certificate of amendment to iFresh’s Certificate of Incorporation to increase the number of authorized shares of iFresh’s common stock to one billion (1,000,000,000) shares (the “Charter Amendment”). The Charter Amendment became effective upon its filing with the Secretary of State of Delaware on October 20, 2022.

This description of the Charter Amendment is not complete and is qualified in its entirety by reference to the text of the Charter Amendment, a copy of which is filed as Exhibit 3.1 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Exhibit Description
3.1	<u>Certificate of Amendment to iFresh’s Certificate of Incorporation, as filed with the Secretary of State of the State of Delaware on October 20, 2022.</u>
104	Cover Page Interactive Data File - the cover page XBRL tags are embedded within the Inline XBRL document.

SIGNATURES

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.

Dated: October 21, 2022

iFRESH INC.

By: /s/ Ping Zhou
Name: Ping Zhou
Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT
TO THE
CERTIFICATE OF INCORPORATION
OF
IFRESH, INC.**

Pursuant to Section 228 and 242 of
the General Corporation Law of the
State of Delaware

iFresh, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), hereby certifies as follows:

FIRST: The first paragraph of Article FIFTH of the Certificate of Incorporation of the Corporation is hereby amended and restated in its entirety as follows:

"The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 1,001,000,000, of which 1,000,000,000 shares shall be common stock of the par value \$.0001 per share ("Common Stock") and 1,000,000 shares shall be preferred stock of the par value of \$.0001 per share ("Preferred Stock")."

SECOND: This Certificate of Amendment shall become effective upon filing with the Secretary of State of the State of Delaware.

THIRD: This Certificate of Amendment was duly adopted in accordance with Section 242 of the DGCL. The Board of Directors duly adopted resolutions setting forth and declaring advisable this Certificate of Amendment and directed that the proposed amendments be considered by the stockholders of the Corporation. A special meeting of stockholders of the Corporation was duly called upon notice in accordance with Section 222 of the DGCL and held on September 30, 2022, at which special meeting the necessary number of shares were voted in favor of the proposed amendments. The stockholders of the Corporation duly adopted this Certificate of Amendment.

IN WITNESS WHEREOF, the Corporation has caused the Certificate of Amendment to be duly executed in its corporate name as of the 3rd day of October, 2022.

IFRESH, INC.

By: /s/ Ping Zhou

Name: Ping Zhou

Title: Chief Executive Officer