

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) November 27, 2017

Global Gold Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

02-69494
(Commission
File Number)

13-3025550
(IRS
Identification No.)

555 Theodore Fremd Avenue, Rye, NY
(Address of principal executive offices)

10580
(Zip Code)

Registrant's telephone number, including area code (914) 925-0020

(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 133-4(c) under the Exchange Act (17 CFR 240.133-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

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.

On November 27, 2017, Global Gold Corporation (“GGC” and “the Company”) with the approval of its board directors and majority shareholders amended its Certificate of Incorporation to amend Article Fourth to reduce on a Two Hundred Fifty One (251) for One (1) basis with no fractional shares the amount of authorized shares from One Hundred Million (100,000,000) to Three Hundred Ninety Eight Thousand Four Hundred Six (398,406), by specifically amending Article Fourth from “FOURTH: The total number of shares of stock which the corporation is authorized to issue is one hundred million (100,000,000) shares of common stock, par value \$.001 per share.” To “FOURTH: The total number of shares of stock which the corporation is authorized to issue is Three Hundred Ninety-Eight Thousand Four Hundred Six (398,406) shares of common stock, par value \$.001 per share,” as more particularly described in the Exhibit attached hereto.

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

On November 27, 2017, holders (each a "Shareholder") of more than sixty seven percent (67%) of the shares of the Common Stock (the "Shares") of the Company, acting by written consent pursuant to Section 228 of the General Corporation Law of Delaware in lieu of a meeting of the Company's Shareholders, took the following actions and adopted the following resolutions and approvals of Board of Directors actions:

WHEREAS, the Board of Directors of the Company has declared it advisable and in the interest of the Company for the Corporation for a variety of reasons including saving expenses, simplifying management, increasing sustainability, the loss of contact with many small shareholders, and other factors to amend its Certificate of Incorporation and take related actions to reduce on a Two Hundred Fifty One (251) for One (1) basis the total amount of authorized shares from One Hundred Million (100,000,000) to Three Hundred Ninety Eight Thousand Four Hundred Six (398,406), with no fractional shares authorized and payment to those shareholders left with less than one share as a result of the reduction of shares on this basis (as permitted by Article I Section 3 of the Bylaws concerning fractional shares); and

WHEREAS, in light of the Company's share price closing at one and a half cents (\$0.015) every trading day from September 27, 2017 through November 24, 2017, the Company has determined pursuant to its bylaws that those shareholders left with less than one share as a result of the reduction of authorized shares on a Two Hundred Fifty One (251) for One (1) basis will be paid one and a half cents (\$0.015) per share after surrendering their shares to the American Registrar and Transfer Company (the Company's transfer agent). Such shareholders who are left with less than one share are to surrender their shares by December 1, 2018 and pay any applicable fees,

NOW, THEREFORE, BE IT RESOLVED, that Article Fourth of the Company's Amended and Restated Certificate of Incorporation is amended from “FOURTH: The total number of shares of stock which the corporation is authorized to issue is one hundred million (100,000,000) shares of common stock, par value \$.001 per share.” To “FOURTH: The total number of shares of stock which the corporation is authorized to issue is Three Hundred Ninety-Eight Thousand Four Hundred Six (398,406) shares of common stock, par value \$.001 per share.”; and

RESOLVED, that the “AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF GLOBAL GOLD CORPORATION, Effective as of November 27, 2017” attached hereto is adopted as of November 27, 2017; and

RESOLVED, that the Board of Directors Action is approved for the Company declaring that fractional shares shall not be issued and those shareholders left with less than one share as a result of the reduction of shares on the Two Hundred Fifty One (251) for One (1) basis will be paid one and a half cents (\$0.015) per share after surrendering their shares to the American Registrar and Transfer Company (the Company's transfer agent). Such shareholders who are left with less than one share are to surrender their shares by December 1, 2018 and pay any applicable fees.

Item 9.01 Exhibits

Exhibit No.	Description
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5.1	<u>Amended and Restated Certificate of Incorporation of Global Gold Corporation, effective November 27, 2017.</u>
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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: November 28, 2017

Global Gold Corporation

By: /s/ Van Z. Krikorian

Name: Van Z. Krikorian

Title: Chairman & Chief
Executive Officer

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
GLOBAL GOLD CORPORATION

It is hereby certified that:

1. (a) The present name of the corporation (hereinafter called the "corporation") is Global Gold Corporation.

(b) The name under which the corporation was originally incorporated is Triad Energy Corp., and the date of filing the original certificate of incorporation of the corporation with the Secretary of State of the State of Delaware is February 21, 1980.
2. The provisions of the certificate of incorporation of the corporation as heretofore amended and/or supplemented, and as herein amended, are hereby restated and integrated into the single instrument which is hereinafter set forth, and which is entitled Amended and Restated Certificate of Incorporation of Global Gold Corporation without any further amendments other than the amendments herein certified and without any discrepancy between the provisions of the certificate of incorporation as heretofore amended and supplemented and the provisions of the said single instrument hereinafter set forth.
3. The amendments and the restatement of the certificate of incorporation herein certified have been duly adopted by the board of directors and the stockholders of the corporation in accordance with the provisions of Sections 228, 242, and 245 of the General Corporation Law of the State of Delaware.
4. The sole amendment to the certificate of incorporation enacted as of November 27, 2017 amends Article Fourth to reduce on a Two Hundred Fifty One (251) for One (1) basis with no fractional shares the amount of authorized shares from One Hundred Million (100,000,000) to Three Hundred Ninety Eight Thousand Four Hundred Six (398,406), by specifically amending Article Fourth from " FOURTH: The total number of shares of stock which the corporation is authorized to issue is one hundred million (100,000,000) shares of common stock, par value \$.001 per share." To " FOURTH: The total number of shares of stock which the corporation is authorized to issue is Three Hundred Ninety-Eight Thousand Four Hundred Six (398,406) shares of common stock, par value \$.001 per share."
5. This Amended and Restated Certificate of Incorporation shall be effective as of November 27, 2017

6. The certificate of incorporation of the corporation, as amended and restated herein, shall at the effective time of this restated certificate of incorporation read as follows:

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

OF

GLOBAL GOLD CORPORATION

FIRST: The name of the corporation (hereinafter called the "corporation") is

Global Gold Corporation

SECOND: The address, including street, number, city, and county, of the registered office of the corporation in the State of Delaware is 251 Little Falls Drive, City of Wilmington, County of New Castle, Delaware 19808; and the name of the registered agent of the corporation in the State of Delaware is Corporation Service Company.

THIRD: The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH: The total number of shares of stock which the corporation is authorized to issue is Three Hundred Ninety-Eight Thousand Four Hundred Six (398,406) shares of common stock, par value \$.001 per share."

FIFTH: The corporation is to have perpetual existence.

SIXTH: For the management of the business and for the conduct of the affairs of the corporation, and in further definition, limitation and regulation of the powers of the corporation and of its directors and of its stockholders or any class thereof, as the case may be, it is further provided:

1. The management of the business and the conduct of the affairs of the corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the By-Laws. The phrase "whole Board" and the phrase "total number of directors" shall be deemed to have the same meaning, to wit, the total number of directors which the corporation would have if there were no vacancies. No election of directors need be by written ballot.

2. After the original or other By-Laws of the corporation have been adopted, amended, or repealed, as the case may be, in accordance with the provisions of Section 109 of the General Corporation Law of the State of Delaware, and, after the corporation has received any payment for any of its stock, the power to adopt, amend, or repeal the By-Laws of the corporation may be exercised by the Board of Directors of the corporation; provided, however, that any provision for the classification of directors of the corporation for staggered terms pursuant to the provisions of subsection (d) of Section 141 of the General Corporation Law of the State of Delaware shall be set forth in an initial By-Law or in a By-Law adopted by the stockholders entitled to vote of the corporation unless provisions for such classification shall be set forth in this certificate of incorporation.

3. Whenever the corporation shall be authorized to issue only one class of stock, each outstanding share shall entitle the holder thereof to notice of, and the right to vote at, any meeting of stockholders. Whenever the corporation shall be authorized to issue more than one class of stock, no outstanding share of any class of stock which is denied voting power under the provisions of the certificate of incorporation shall entitle the holder thereof to the right to vote at any meeting of stockholders except as the provisions of paragraph (2) of subsection (b) of section 242 of the General Corporation Law of the State of Delaware shall otherwise require; provided, that no share of any such class which is otherwise denied voting power shall entitle the holder thereof to vote upon the increase or decrease in the number of authorized shares of said class.

SEVENTH: The corporation shall, to the fullest extent permitted by Section 145 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

EIGHTH: Whenever a compromise or arrangement is proposed between this corporation and its creditors or any class of them and/or between this corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this corporation under the provisions of section 291 of Title 8 of the Delaware and/or of the stockholders or class of stockholders of this corporation, as the case may be, be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this corporation, as the case may be, and also on this corporation.

NINTH: From time to time any of the provisions of this certificate of incorporation may be amended, altered or repealed, and other provisions authorized by the laws of the State of Delaware at the time in force may be added or inserted in the manner and at the time prescribed by said laws, and all rights at any time conferred upon the stockholders of the corporation by this certificate of incorporation are granted subject to the provisions of this Article NINTH.

TENTH: The personal liability of the directors of the corporation is hereby eliminated to the fullest extent permitted by paragraph (7) of subsection (b) of Section 102 of the General Corporation Law of the State of Delaware, as the same may be amended and supplemented.”

Signed on November 27, 2017

/s/ Van Z. Krikorian

Van Z. Krikorian,
Chairman & Chief Executive Officer