
**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 10, 2016 (November 4, 2016)

Inspyr Therapeutics, Inc.
(Exact name of registrant as specified in Charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

000-55331
(Commission File No.)

20-0438951
(IRS Employee Identification No.)

31200 Via Colinas, Suite 200
Westlake Village CA 91362
(Address of Principal Executive Offices)

818 661 6302
(Issuer 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 (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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year

As previously disclosed in the Current Report on Form 8-K filed by Inspyr Therapeutics, Inc., Inc. (the “Company”) on November 17, 2015, on November 13, 2015, the Company held its annual meeting of shareholders (the “Annual Meeting”) in San Antonio, Texas. At the Annual Meeting, the shareholders approved a proposal to authorize the board of directors of the Company (“Board”), in its discretion, to effect a reverse stock split of the Company’s common stock, par value \$0.0001 (the “Common Stock”) at a specific ratio, ranging from one-for-two to one-for-thirty, to be determined by the Board and effected, if at all, within one year from the date of the Annual Meeting.

Pursuant to the approval granted to the Board by the shareholders, the Board approved a one-for-thirty (1-for-30) reverse stock split of the Common Stock (“Reverse Stock Split”). The Company has filed an amended and restated certificate of incorporation (“Certificate of Incorporation”) with the Secretary of State of Delaware to effect the Reverse Stock Split effective as of 5:00 p.m. Eastern Time on November 4, 2016. Accordingly, each of the Company’s shareholders will receive one (1) new share of Common Stock for every thirty (30) shares such shareholder held immediately prior to the effective time of the Reverse Stock Split. The Reverse Stock Split affects all of the Company’s outstanding shares of Common Stock as well as the number of shares of Common Stock underlying stock options, warrants and other exercisable or convertible instruments outstanding at the effective time of the Reverse Stock Split. The Reverse Stock Split will have the effect of proportionately increasing the applicable conversion or exercise price. No fractional shares will be issued as a result of the Reverse Stock Split. Any fractional shares that would have otherwise resulted from the Reverse Stock Split will be rounded up to the next whole number of shares.

As a result of the Reverse Stock Split, the number of issued and outstanding shares of Common Stock will be adjusted from approximately 41.76 million shares to approximately 1.39 million shares. The number of authorized shares of Common Stock and preferred stock as described in the Certificate of Incorporation remains the same.

Pursuant to the terms of the Certificate of Designation of Series A 0% Convertible Preferred Stock, for the issued and outstanding shares of the Company’s Series A 0% Convertible Preferred Stock, par value \$0.0001 per share (the “Series A Preferred Stock”), the conversion price at which shares of Series A Preferred Stock may be converted into shares of Common Stock will be proportionately adjusted to reflect the Reverse Stock Split.

The Company is currently waiting for FINRA to approve the trading of the new shares of common stock on a post Reverse Stock Split basis. Upon approval by FINRA, the Common Stock will trade on Reverse Stock Split-adjusted basis on OTCQB tier of the OTC Markets Group. Additionally, upon approval by FINRA, the Company’s trading symbol will be temporarily changed to “NSPXD” for a period of thirty calendar days, after which the symbol will revert back to “NSPX”. The new CUSIP number for the Common Stock following the Reverse Stock Split is 45782A 205.

The information set forth herein is qualified in its entirety by the terms contained in the Certificate of Incorporation, a copy of which is attached to this report as Exhibit 3.01(i).

Item 9.01 Financial Statements and Exhibits.

Exhibit

<u>No.</u>	<u>Description</u>
3.01(i)	Amended and Restated Certificate of Incorporation for Inspyr Therapeutics, Inc.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: November 10, 2016

Inspyr Therapeutics, Inc.

By: /s/ Christopher Lowe

Christopher Lowe
Chief Executive Officer

INDEX OF EXHIBITS

Exhibit	
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No.	Description
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3.01(i)	Amended and Restated Certificate of Incorporation for Inspyr Therapeutics, Inc.
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**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
INSPYR THERAPEUTICS, INC.
a Delaware Corporation**

The undersigned does hereby certify on behalf of Inspyr Therapeutics, Inc. (the "*Corporation*"), a corporation organized and existing under the Delaware General Corporation Law, as follows:

FIRST: That the undersigned is the duly elected and acting Chief Executive Officer of the Corporation.

SECOND: That the Certificate of Incorporation of the Corporation was originally filed with the Secretary of State of the State of Delaware on November 21, 2003, under the name "GenSpera, Inc."

THIRD: That, pursuant to Sections 242 and 245 of the Delaware General Corporation Law ("DGCL") of the State of Delaware, the Certificate of Incorporation of the Corporation, as amended to the date of the filing of this certificate, is hereby amended and restated in its entirety as set forth in **Exhibit A** hereto.

FOURTH: That the Amended and Restated Certificate of Incorporation of the Corporation as set forth in **Exhibit A** hereto has been duly adopted and approved by the board of directors and stockholders of the Corporation in accordance with the applicable provisions of Sections 242 and 245 of the DGCL.

FIFTH: That the stockholders of the Corporation approved the amendment at the annual meeting of the stockholders of said corporation which was duly called and held upon notice in accordance with Section 222 of the DGCL at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

SIXTH: That the effective date of this Certificate of Amended and Restated Certificate of Incorporation shall be 5:00 p.m. Eastern Time on November 4, 2016.

The undersigned hereby further declares and certifies under penalty of perjury that the facts set forth in the foregoing certificate are true and correct to the knowledge of the undersigned, and that this certificate is the act and deed of the undersigned.

Executed on this 21st day of October, 2016.

By: /s/ Christopher Lowe
Christopher Lowe, Chief Executive Officer

**AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF INSPYR THERAPEUTICS, INC.**

ARTICLE I

The name of this Corporation is Inspyr Therapeutics, Inc. (this "Corporation").

ARTICLE II

The address of the registered office of the corporation in the State of Delaware is 850 New Burton Road, Suite 201, Dover, Delaware, 19904 in the county of Kent and the name of its registered agent is National Corporate Research.

ARTICLE III

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the DGCL.

ARTICLE IV

On the effective date of this Amended and Rested Certificate of Incorporation, the Corporation will effect a reverse stock split (the "**Reverse Stock Split**") of its outstanding Common Stock pursuant to which every thirty (30) issued and outstanding shares of the Corporation's Common Stock, par value \$0.0001 (the "**Old Common Stock**") shall be reclassified and converted into one (1) validly issued, fully paid and non-assessable share of Common Stock, par value \$0.0001 (the "**New Common Stock**"). Each certificate representing shares of Old Common Stock shall thereafter represent the number of shares of New Common Stock into which the shares of Old Common Stock represented by such certificate were reclassified and converted hereby; *provided, further*, that no cash will be paid or distributed as a result of the Reverse Stock Split and no fractional shares will be issued. All fractional shares which would otherwise be required to be issued as a result of the Reverse Stock Split will be rounded up to the nearest whole share.

After giving effect to the reverse stock split, authorized capital stock of the Corporation shall consist of: (i) One Hundred Fifty Million (150,000,000) shares of New Common Stock having a par value of \$0.0001 per share, and (ii) Thirty Million (30,000,000) shares of "blank check" Preferred Stock having a par value of \$0.0001 per share. Authority is hereby expressly granted to the board of directors ("Board") of the Corporation to fix by resolution or resolutions any of the designations, power, preferences and rights, and any of the qualifications, limitations or restrictions which are permitted by the DGCL in respect of any class or classes of Preferred Stock or any series of any class of Preferred Stock of the Corporation.

ARTICLE V

The Board shall have the power to adopt, amend or repeal the Bylaws.

ARTICLE VI

No director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director, provided that this provisions shall not eliminate or limit the liability of a director under applicable law: (i) for any breach of the director's loyalty to the Corporation or its stockholders; (ii) for acts or omissions not in good faith which involve intentional misconduct or a knowing violation of the law; (iii) for unlawful payment of dividend or unlawful stock purchase or redemption as such liability is imposed under Section 174 of the DGCL; or (iv) for any transaction from which the officer or director derived an improper personal benefit. No amendment to repeal of this Article VI shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

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