

**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): August 2, 2011 (July 29, 2011)

**BlastGard International, Inc.**

(Exact name of registrant as specified in its charter)

<u>Colorado</u> (State or other jurisdiction of incorporation)	<u>333-47294</u> (Commission File Number)	<u>84-1506325</u> (IRS Employer Identification No.)
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<u>2451 McMullen Booth Road, Suite 242 Clearwater, Florida</u> (Address of principal executive offices)	<u>33759</u> (Zip Code)
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Registrant's telephone number, including area code: (727) 592-9400

(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 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

On July 29, 2011, the Company had a Special Meeting in Lieu of an Annual Meeting of Shareholders to elect directors of BlastGard for the coming year; and to ratify, adopt and approve an amendment to BlastGard's Articles of Incorporation to increase the number of shares of Common Stock to 500,000,000, \$.001 par value. The Proxy Statement set forth Management's proposed slate of directors, namely, Andrew R. McKinnon, James F. Gordon, Michael J. Gordon and Paul W. Henry. Of the four directors listed on the ballot, only Michael Gordon, Paul Henry, and Andrew McKinnon were re-elected to the Board. The following were the voting tallies:

In the election of directors, Andrew R. McKinnon received 34,252,546 shares in favor of his re-election and 15,118,892 shares were withheld.

In the election of directors, James F. Gordon received 19,531,310 shares in favor of his re-election and 29,840,128 shares were withheld.

In the election of directors, Michael J. Gordon received 48,768,740 shares in favor of his re-election and 602,698 shares were withheld.

In the election of directors, Paul W. Henry received 30,399,944 shares in favor of his re-election and 18,971,494 shares were withheld.

The foregoing does not include broker non-votes.

The shareholders also ratified, adopted and approved an amendment to the Company's Articles of Incorporation to increase the authorized number of shares of Common Stock to 500,000,000, \$.001 par value. This proposal received 55,155,973 shares in favor of the amendment, 2,174,472 shares were against the amendment and 899,049 shares abstained from voting.

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

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amendment to Articles of Incorporation



**ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION**

Pursuant to the provisions of the Colorado Business Corporation Act, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation:

FIRST: The name of the corporation is BlastGard International, Inc.

SECOND: The following amendment to the Articles of Incorporation was adopted July 29, 2011, as prescribed by the Colorado Business Corporation Act, in the following manner:

Such amendment was adopted by a vote of the shareholders. The number of shares voted for the amendment was sufficient for approval.

THIRD: The corporation is amending article fourth of its articles of incorporation to read as follows:

**FOURTH: CAPITAL STOCK.** The total number of shares of all classes which the Corporation shall have authority to issue is 500,001,000, of which 1,000 shares shall be Preferred Shares, par value \$0.001 per share, and 500,000,000 shall be Common Shares, par value \$0.001 per share, and the designations, preferences, limitations, and relative rights of the shares of each class are as follows:

1. Preferred Shares: The Corporation may divide and issue the Preferred Shares in series. Preferred Shares of each series when issued shall be designated to distinguish them from the shares of all other series. The Board of Directors is hereby expressly vested with authority to divide the class of Preferred Shares into series and to fix and determine the relative rights and preferences of the shares of any such series so established to the full extent permitted by these Articles of Incorporation and the laws of the State of Colorado in respect of the following:

- a. The number of shares to constitute such series, and the distinctive designations thereof;
- b. The rate and preference of dividends, if any, the time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue;
- c. Whether shares may be redeemed and, if so, the redemption price and the terms and conditions of redemption;
- d. The amount payable upon shares in event of involuntary liquidation;
- e. The amount payable upon shares in event of voluntary liquidation;
- f. Sinking fund or other provisions, if any, for the redemption or purchase of shares;
- g. The terms and conditions on which shares may be converted, if the shares of any series are issued with the privilege of conversion;

h. Voting powers, as a class, to elect up to two directors to the Board of Directors, if any,

i. Any other relative rights and preferences of shares of such series including, without limitation, any restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights or powers to which shares of any future series shall be subject.

2. Common Shares:

a. The rights of holders of Common Shares to receive dividends or share in the distribution of assets in the event of liquidation, dissolution, winding up of the affairs of the Corporation shall be subject to the preferences, limitations, and relative rights of the Preferred Shares fixed in the resolution or resolutions which may be adopted from time to time by the Board of Directors of the Corporation providing for the issuance of one or more series of the Preferred Shares.

b. The holders of the Common Shares shall be entitled to one vote for each share of Common Shares held by them of record at the time for determining the holders thereof entitled to vote.

c. Unless otherwise ordered by a court of competent jurisdiction, at all meetings of stockholders a majority of the stockholders entitled to vote at such meeting, represented in person or by proxy, shall constitute a quorum.

d. The stockholders, by vote or concurrence of a majority of the outstanding shares of the Corporation, or any class or series thereof, entitled to vote on the subject matter, may take any action which, except for this provision, would require a two-thirds vote under the Colorado Business Corporation Act.

Dated: July 29, 2011

Signature /s/ Michael J. Gordon  
Michael J. Gordon, Chief  
Executive Officer, and  
Chief Financial Officer