

**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): February 28, 2013

LIQUIDMETAL TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-31332
(Commission File Number)

33-0264467
(I.R.S. Employer Identification No.)

30452 Esperanza
Rancho Santa Margarita, California 92688
(Address of Principal Executive Offices; Zip Code)

Registrant's telephone number, including area code: **(949) 635-2100**

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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LIQUIDMETAL TECHNOLOGIES, INC.

FORM 8-K

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

As described more fully below under Item 5.07 of this Current Report on Form 8-K, on February 28, 2013, the stockholders of Liquidmetal Technologies, Inc. (the “Company”) approved an amendment to the Certificate of Incorporation of the Company (the “Amendment”) increasing the number of authorized shares of common stock from 400 million shares to 500 million shares.

The description of the Amendment described above is qualified in its entirety by the actual text of the Amendment attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 5.02. Submission of Matters to a Vote of Security Holders.

On February 28, 2013, the Company held a special meeting of stockholders (the “Special Meeting”). At the Special Meeting, the Company’s stockholders approved an amendment to the Company’s Certificate of Incorporation to increase the number of authorized shares of common stock from 400 million to 500 million shares, with the votes being cast at the Special Meeting as follows:

FOR	AGAINST	ABSTAIN	BROKER NON-VOTES
143,872,838	61,311,708	557,274	0

Item 9.01. Financial Statements and Exhibits.

See the Exhibit Index set forth below for a list of exhibits included with this Form 8-K.

SIGNATURE

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.

LIQUIDMETAL TECHNOLOGIES, INC.

By: /s/ Tony Chung

Tony Chung
Chief Financial Officer

Date: March 5, 2013

EXHIBIT INDEX

Exhibit Number

Description

[3.1](#)

Third Certificate of Amendment to the Certificate of Incorporation of Liquidmetal Technologies, Inc.

THIRD CERTIFICATE OF AMENDMENT
TO the CERTIFICATE OF INCORPORATION OF
Liquidmetal Technologies, Inc.

Liquidmetal Technologies, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "General Corporation Law"), does hereby certify as follows:

FIRST: That the original Certificate of Incorporation of Liquidmetal Technologies, Inc. (the "Corporation") was filed with the Secretary of State of the State of Delaware on May 15, 2003, and that a Certificate of Ownership and Merger of Liquidmetal Technologies (a California corporation) with and into the Corporation was filed with the Secretary of State of the State of Delaware on May 21, 2003.

SECOND: That a Certificate of Amendment to the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on August 4, 2009, and a Second Certificate of Amendment to the Certificate of Incorporation was filed with the Secretary of State of the State of Delaware on June 28, 2012.

THIRD: That, at a meeting of the Board of Directors of the Corporation, resolutions were duly adopted setting forth a proposed amendment to the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable, and calling a meeting of the stockholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendments is as follows:

RESOLVED, that the Certificate of Incorporation of this Corporation be amended by changing Article IV thereof so that, as amended, Article IV shall be and read as follows:

"The Corporation shall have authority to issue Five Hundred Ten Million (510,000,000) shares of capital stock, consisting of Five Hundred Million (500,000,000) shares of common stock, \$0.001 par value per share (the "Common Stock"), and Ten Million (10,000,000) shares of preferred stock, \$0.001 par value per share (the "Preferred Stock"), of which One Million Eight Hundred Seventy-Five Thousand (1,875,000) shares are hereby designated as "Series A-1 Preferred Stock" and Three Million Two Hundred Eighty-One Thousand Two Hundred Fifty-Three (3,281,253) shares are hereby designated as "Series A-2 Preferred Stock." The Preferred Stock authorized by the Certificate of Incorporation, as amended, may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix or alter the rights, preferences, privileges and restrictions granted to or imposed upon any series of Preferred Stock, and the number of shares constituting any such series and the designation thereof, or any of them. The voting powers, designations, preferences and other special rights, and qualifications, limitations and restrictions of the Series A-1 Preferred Stock and Series A-2 Preferred Stock (collectively, the "Series A Preferred Stock") are set forth in an Amended and Restated Certificate of Designation, Preferences, and Rights previously filed by the Corporation with the Secretary of State of Delaware on November 2, 2010 (the "Series A Certificate of Designation")."

FOURTH: That thereafter, pursuant to a resolution of the Board of Directors of the Corporation, a special meeting of the stockholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law at which meeting the necessary number of shares as required by statute were voted in favor of the amendments.

FIFTH: That said amendments were duly adopted in accordance with the provisions of Section 242 of the General Corporation Law.

SIXTH: That said amendments shall be effective upon filing in the Office of the Secretary of State of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by a duly authorized officer this 5th day of March, 2013.

LIQUIDMETAL TECHNOLOGIES, INC.

By: /s/ Tony Chung

Name: Tony Chung

Title: Chief Financial Officer
