

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): September 3, 2024

ASSET ENTITIES INC.

(Exact name of Company as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-41612

(Commission File Number)

88-1293236

(IRS Employer
Identification No.)

100 Crescent Ct, 7th Floor, Dallas, TX

(Address of principal executive offices)

75201

(Zip Code)

(214) 459-3117

(Company's telephone number, including area code)

(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 Company 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))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class B Common Stock, \$0.0001 par value per share	ASST	The Nasdaq Stock Market LLC

Indicate by check mark whether the Company 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 Company 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 3.03 Material Modification to Rights of Security Holders.

On September 4, 2024, Asset Entities Inc., a Nevada corporation (the “Company”), filed an amendment (the “Second Amended Designation”) to the Certificate of Designation of Series A Convertible Preferred Stock of the Company (as amended, the “Certificate of Designation”), which amended the original Certificate of Designation, as amended by the Certificate of Amendment to Designation of Series A Convertible Preferred Stock of Asset Entities Inc. filed with the Secretary of State of the State of Nevada on June 14, 2024, by providing that amendments may be made to the beneficial ownership limitation provisions of the Certificate of Designation. The Second Amended Designation became effective immediately upon filing.

Immediately after the filing of the Second Amended Designation, on September 4, 2024, the Company filed an amendment (the “Third Amended Designation”) to the Certificate of Designation to amend the conversion and beneficial ownership limitation provisions of the Certificate of Designation. The conversion provisions were amended to provide that a holder of Series A Convertible Preferred Stock, \$0.0001 par value per share (the “Series A Preferred Stock”), is not prohibited from delivering a Conversion Notice (as defined by the Certificate of Designation) while another Conversion Notice remains outstanding. The beneficial ownership provisions were amended to provide that any conversion of shares of Series A Preferred Stock that would result in the holder beneficially owning in excess of 4.99% of the shares of Class B Common Stock, \$0.0001 par value per share (“Class B Common Stock”), will not be effected, and the shares of Class B Common Stock that would cause such excess will be held in abeyance and not issued to the holder until the date the Company is notified by the holder that its ownership is less than 4.99%, at the applicable Conversion Price (as defined by the Certificate of Designation), and subject to the holder’s compliance with other applicable procedural requirements for conversion. The Third Amended Designation became effective immediately upon filing.

The Second Amended Designation and the Third Amended Designation are filed as Exhibit 3.1 and Exhibit 3.2 to this Current Report on Form 8-K, respectively, and the description above is qualified in its entirety by reference to the full text of such exhibits.

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

The information set forth under Item 3.03 of this Current Report on Form 8-K is incorporated by reference into this Item 5.03.

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

On September 3, 2024, the holder of all of the outstanding shares of the Series A Preferred Stock approved the Second Amended Designation and the Third Amended Designation by written consent.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to Designation of Series A Convertible Preferred Stock of Asset Entities Inc. filed with the Secretary of State of the State of Nevada on September 4, 2024
3.2	Certificate of Amendment to Designation of Series A Convertible Preferred Stock of Asset Entities Inc. filed with the Secretary of State of the State of Nevada on September 4, 2024
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 4, 2024

ASSET ENTITIES INC.

/s/ Arshia Sarkhani

Name: Arshia Sarkhani

Title: Chief Executive Officer and President



FRANCISCO V. AGUILAR
 Secretary of State
 401 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Certificate, Amendment or Withdrawal of Designation

NRS 78.1955, 78.1955(6)

Certificate of Designation

Certificate of Amendment to Designation - Before Issuance of Class or Series

Certificate of Amendment to Designation - After Issuance of Class or Series

Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity:		
	Asset Entities Inc.		
	Entity or Nevada Business Identification Number (NVID):		E21638682022-8
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional):	Date:	Time:
		(must not be later than 90 days after the certificate is filed)	
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing:		
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: Series A Convertible Preferred Stock		
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued.		
	<input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.		
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.*		
	See Exhibit A attached hereto.		
7. Withdrawal:	Designation being Withdrawn:		Date of Designation:
	No shares of the class or series of stock being withdrawn are outstanding.		
	The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: *		
8. Signature: (Required)	<input checked="" type="checkbox"/> /s/ Arshia Sarkhani Signature of Officer	Date:	09/04/2024

* Attach additional page(s) if necessary
 This form must be accompanied by appropriate fees.

Section 30(b) of the Certificate of Designation of Series A Convertible Preferred Stock of Asset Entities Inc. (the "Certificate of Designation") is amended and restated in its entirety as follows:

(b) Amendment. This Certificate of Designation or any provision hereof may be amended by obtaining the affirmative vote at a meeting duly called for such purpose, or written consent without a meeting in accordance with the NRS, of the Required Holders, voting separate as a single class, and with such other stockholder approval, if any, as may then be required pursuant to the NRS and the Articles of Incorporation.



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Certificate of Designation

Certificate of Amendment to Designation - Before Issuance of Class or Series

Certificate of Amendment to Designation - After Issuance of Class or Series

Certificate of Withdrawal of Certificate of Designation

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity information:	Name of entity: Asset Entities Inc.		
	Entity or Nevada Business Identification Number (NVID):		E21638682022-8
2. Effective date and time:	For Certificate of Designation or Amendment to Designation Only (Optional):	Date: <input type="text"/>	Time: <input type="text"/>
	(must not be later than 90 days after the certificate is filed)		
3. Class or series of stock: (Certificate of Designation only)	The class or series of stock being designated within this filing:		
4. Information for amendment of class or series of stock:	The original class or series of stock being amended within this filing: Series A Convertible Preferred Stock		
5. Amendment of class or series of stock:	<input type="checkbox"/> Certificate of Amendment to Designation- Before Issuance of Class or Series As of the date of this certificate no shares of the class or series of stock have been issued.		
	<input checked="" type="checkbox"/> Certificate of Amendment to Designation- After Issuance of Class or Series The amendment has been approved by the vote of stockholders holding shares in the corporation entitling them to exercise a majority of the voting power, or such greater proportion of the voting power as may be required by the articles of incorporation or the certificate of designation.		
6. Resolution: Certificate of Designation and Amendment to Designation only)	By resolution of the board of directors pursuant to a provision in the articles of incorporation this certificate establishes OR amends the following regarding the voting powers, designations, preferences, limitations, restrictions and relative rights of the following class or series of stock.* See Exhibit A attached hereto.		
7. Withdrawal:	Designation being Withdrawn:	<input type="text"/>	Date of Designation: <input type="text"/>
	No shares of the class or series of stock being withdrawn are outstanding. The resolution of the board of directors authorizing the withdrawal of the certificate of designation establishing the class or series of stock: *		
8. Signature: (Required)	<input checked="" type="checkbox"/> /s/ Arshia Sarkhani	Date:	09/04/2024
	Signature of Officer		

* Attach additional page(s) if necessary
 This form must be accompanied by appropriate fees.

The initial paragraph of Section 4 of the Certificate of Designation is amended and restated in its entirety as follows:

4. Conversion. At any time after the Initial Issuance Date, each Preferred Share shall be convertible into validly issued, fully paid and non-assessable shares of Class B Common Stock, on the terms and conditions set forth in this Section 4. The Company shall not issue any fraction of a share of Class B Common Stock upon any conversion. If the issuance would result in the issuance of a fraction of a share of Class B Common Stock, the Company shall round such fraction of a share of Class B Common Stock up to the nearest whole share. The Company shall pay any and all transfer, stamp, issuance and similar taxes, costs and expenses (including, without limitation, fees and expenses of the Transfer Agent (as defined below)) that may be payable with respect to the issuance and delivery of Common Stock upon conversion of any Preferred Shares.

The initial sentence of Section 4(d) of the Certificate of Designation is amended and restated in its entirety as follows:

(d) Limitation on Beneficial Ownership; Exchange Cap. The Company shall not effect the conversion of any of the Preferred Shares held by a Holder, and such Holder shall not have the right to convert any of the Preferred Shares held by such Holder pursuant to the terms and conditions of this Certificate of Designation and any such conversion, to the extent that after giving effect to such conversion, such Holder together with the other Attribution Parties collectively would beneficially own in excess of 4.99% (the "**Maximum Percentage**") of the shares of Class B Common Stock outstanding immediately after giving effect to such conversion, and such shares in excess of the Maximum Percentage shall be held in abeyance, and not issued to the Holder until the date the Company is notified by the Holder from time to time that its ownership is less than the Maximum Percentage, with such excess shares being issued within two (2) Business Days following each such notification, at the applicable Conversion Price, upon the Holder's compliance with all required procedures that would otherwise apply pursuant to this Section 4.

The ninth sentence of Section 4(d) of the Certificate of Designation is amended and restated in its entirety as follows:

In the event that the issuance of shares of Class B Common Stock to a Holder upon conversion of such Preferred Shares results in such Holder and the other Attribution Parties being deemed to beneficially own, in the aggregate, more than the Maximum Percentage of the number of outstanding shares of Class B Common Stock (as determined under Section 13(d) of the 1934 Act), the number of shares so issued by which such Holder's and the other Attribution Parties' aggregate beneficial ownership exceeds the Maximum Percentage (the "**Excess Shares**") shall be held in abeyance, and not issued to the Holder until the date the Company is notified by the Holder from time to time that its ownership is less than the Maximum Percentage, with such Excess Shares being issued within two (2) Business Days following each such notification, at the applicable Conversion Price, upon the Holder's compliance with all required procedures that would otherwise apply pursuant to this Section 4.
