

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): June 29, 2017 (June 22, 2017)

THE CORETEC GROUP INC.

(Exact name of registrant as specified in charter)

Oklahoma
(State or other jurisdiction of incorporation)

000-54697
(Commission
File Number)

73-1479206
(IRS Employer
Identification No.)

6804 South Canton Avenue, Suite 150
Tulsa, OK
(Address of principal executive offices)

74136
(Zip Code)

Registrant's telephone number, including area code: (918) 494-0505

3DICON CORPORATION

(Former name, former address and former fiscal year, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 or Bylaws; Change in Fiscal Year.

On June 22, 2017, the Coretec Group Inc. (the “Company”) filed an Amended Certificate of Incorporation (the “Amendment”) with the Secretary of State of the State of Oklahoma, to (i) change its name from “3DIcon Corporation” to “the Coretec Group Inc.” (“Name Change”) and to (ii) effect a 1-for-300 reverse stock split (“Reverse Split”). The Name Change and Reverse Split became effective with the State of Oklahoma on June 28, 2017 and with the Financial Industry Regulatory Authority, Inc. (“FINRA”) on June 29, 2017 (“Effective Time”).

At the Effective Time, each 300 shares of the Company’s common stock, par value \$.0002 per share (“Common Stock”), issued and outstanding were converted and reclassified into one share of the Company’s Common Stock. No fractional shares of the Company’s Common Stock were issued in connection with the Reverse Split. Shareholders who would otherwise be entitled to a fractional share will instead receive a new certificate rounding up their fractional share to the next nearest full share.

On June 29, 2017, the Company’s Common Stock began quotation on OTC Pink under the new name and a trading symbol of “TDCPD”. The “D” will be removed in 20 business days and the symbol will change to “CRTG”.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text thereof which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

Item 8.01 Other events

As previously disclosed in the Company’s Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission (“SEC”) on October 6, 2016, the Company entered into and closed a Share Exchange Agreement (the “Share Exchange Agreement”) dated May 31, 2016 by and between the Company and Coretec Industries, LLC, a North Dakota limited liability company, pursuant to which the Company agreed to effect a corporate action that has the effect of allowing the Company to issue all Common Stock into which the Series B Preferred Stock issued in connection with the Share Exchange Agreement may be converted. On June 29, 2017, post the Reverse Split, all shares of Series B Preferred Stock were adjusted for the Reverse Split and were converted into the Company’s Common Stock. As a result, the Company issued an aggregate of 41,842,241 shares of Common stock to the holders of Series B Preferred Stock.

As a result of the above actions, the number of the total issued and outstanding shares of the Company’s Common Stock, as of the date of this report, is 46,781,423.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.	Description
3.1	Amended Certificate of Incorporation

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.

3DICON CORPORATION

Date: June 29, 2017

By: /s/ Michael A. Kraft

Name: Michael A. Kraft

Position: Chief Executive Officer



**AMENDED
CERTIFICATE OF INCORPORATION**

WHEREAS, the Amended Certificate of Incorporation of

THE CORETEC GROUP INC.

has been filed in the office of the Secretary of State as provided by the laws of the State of Oklahoma.

NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma, by virtue of the powers vested in me by law, do hereby issue this certificate evidencing such filing.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.



*Filed in the city of Oklahoma City this
22nd day of June, 2017.*



Secretary of State



(1/10th of 1%) of such increase.

FILE IN DUPLICATE
PRINT CLEARLY

**AMENDED
CERTIFICATE OF INCORPORATION**
(AFTER RECEIPT OF PAYMENT OF STOCK)

TO: OKLAHOMA SECRETARY OF STATE
2300 N. Lincoln Blvd., Room 101, State Capitol Building
Oklahoma City, Oklahoma 73105-4897
(405)-522-4560

The undersigned Oklahoma corporation, for the purpose of amending its certificate of incorporation as provided by Section 1077 of the Oklahoma General Corporation Act, hereby certifies:

1. A. The name of the corporation is:

3DICON CORPORATION

B. As amended: The name of the corporation has been changed to:

THE CORETEC GROUP INC.

(Please Note: The new name of the corporation **MUST** contain one of the following words: association, company, corporation, club, foundation, fund, incorporated, institute, society, union, syndicate or limited or one of the abbreviations co., corp., inc. or ltd.)

2. The name of the registered agent and the street address of the registered office in the State of Oklahoma is:

JUDITH F. KEATING	6804 S. CANTON AVE., STE 150	TULSA	TULSA	74136
Name of Agent	Street Address	City	County	Zip Code

(P.O. BOXES ARE NOT ACCEPTABLE)

3. The duration of the corporation is: Perpetual

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JUN 22 2017

OKLAHOMA SECRETARY
OF STATE

4. The aggregate number of the authorized shares, itemized by class, par value of shares, shares without par value, and series, if any, within a class is:

NUMBER OF SHARES	SERIES (If any)	PAR VALUE PER SHARE (Or, if without par value, so state)
COMMON <u>1,500,000,000</u>	_____	<u>\$0.0002</u>
PREFERRED <u>25,000,000</u>	_____	<u>\$0.0002</u>

5. Set forth clearly any and all amendments to the certificate of incorporation which are desired to be made:

To be added at the end of Article Sixth:

"Effective as of the opening of business on June 28, 2017 (the "Record Date"), each three hundred (300) shares of the Corporation's Common Stock, par value \$0.0002 per share, issued and outstanding as of the Record Date shall be converted and reclassified into one (1) share of the Corporation's Common Stock, par value \$0.0002 per share.

No fractional shares of the Corporation's Common Stock shall be issued. A holder of fractional shares at the Record Date who would otherwise be entitled to a fraction of a share of Common Stock shall, in lieu thereof, be entitled to receive an additional full share of Common Stock."

That at a meeting of the Board of Directors, a resolution was duly adopted setting forth the foregoing proposed amendment(s) to the Certificate of Incorporation of said corporation, declaring said amendment(s) to be advisable and calling a meeting of the shareholders of said corporation for consideration thereof.

That thereafter, pursuant to said resolution of its Board of Directors, a meeting of the shareholders of said corporation was duly called and held, at which meeting the necessary number of shares as required by statute were voted in favor of the amendment(s).

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by its President or Vice President and attested by its Secretary or Assistant Secretary, this 21 day of June, 2017.

By Michael Keefe CEO President

Michael Keefe

(PLEASE PRINT NAME)

ATTEST:

Judith Keating
By caef Secretary

Judith Keating

(PLEASE PRINT NAME)

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