

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 26, 2009

**3DIcon Corporation**

(Exact name of registrant as specified in charter)

Oklahoma  
(State or other jurisdiction of incorporation)

333-143761  
(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) 492-5082

Copies to:

Gregory Sichenzia, Esq.  
Sichenzia Ross Friedman Ference LLP  
61 Broadway, 32<sup>nd</sup> Floor  
New York, New York 10006  
Phone: (212) 930-9700  
Fax: (212) 930-9725

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**

On August 26, 2009, 3DIcon Corporation (the “Company”) filed an Amended Certificate of Incorporation, pursuant to which it increased the number of shares of common stock which it is authorized to issue from 250,000,000, par value \$0.0002 to 750,000,000, par value \$0.0002.

**ITEM 9.01          FINANCIAL STATEMENTS AND EXHIBITS**

(a) Financial Statements of Business Acquired

Not Applicable

(b) Pro Forma Financial Information

Not Applicable

(c) Shell Company Transactions

Not Applicable

(d) Exhibits

3.6          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.

Date: August 28, 2009

**3DIcon Corporation**  
(Registrant)

By: /s/ Martin Keating

Name: Martin Keating

Position: Chief Executive Officer

**EXHIBIT INDEX**

3.6 - Amended Certificate of Incorporation

**MINIMUM FEE: \$50.00**

If the authorized capital is increased in excess of fifty thousand dollars (\$50,000.00), the filing fee shall be an amount equal to one-tenth of one percent (1/10th of 1%) of such increase.

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)-521-3912

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:

3DTICON CORPORATION

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

(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:

<u>JOHN O'CONNOR</u>	<u>15 WEST 6 STREET - STE 2700</u>	<u>TULSA</u>	<u>TULSA</u>	<u>74119</u>
Name of Agent	Street Address	City	County	Zip Code

(P.O. BOXES ARE NOT ACCEPTABLE)

3. The duration of the corporation is: PERPETUAL

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>750,000,000</u>		<u>0.0002</u>
PREFERRED _____		_____

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

A. CHANGE THE NUMBER OF AUTHORIZED SHARES OF COMMON STOCK OF THE CORPORATION FROM 250,000,000, PAR VALUE \$0.0002, TO 750,000,000 PAR VALUE \$0.0002

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 25 day of AUGUST 2009.

By Martin Keating President  
MARTIN KEATING - CEO  
(PLEASE PRINT NAME)

ATTEST:  
By [Signature] Secretary  
JUDY F. KEATING  
(PLEASE PRINT NAME)

