

**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 9, 2016**

Nxt-ID, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-54960

(Commission File Number)

46-0678374

(IRS Employer
Identification No.)

Nxt-ID, Inc.

285 North Drive

Suite D

Melbourne, FL 32934

(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(203) 266-2103**

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

On September 9, 2016, Nxt-ID, Inc. (the “Company”) filed a Certificate of Amendment to its Certificate of Incorporation (the “Amendment”) to effectuate a one-for-ten reverse stock split, as further detailed in Item 8.01 below. A copy of the Amendment is attached to this Current Report on Form 8-K (this “Report”) as Exhibit 3.1.

Item 8.01 Other Events.

Effective September 9, 2016, the Company, acting pursuant to authority received at its Annual Meeting of Stockholders (the “Annual Meeting”), effectuated a one-for-ten reverse stock split. Pursuant to this corporate action, every 10 shares of the Company’s common stock, \$0.0001 par value per share (the “Common Stock”) have been converted into one share of Common Stock. The reverse stock split will take effect at 5:00 p.m. Eastern Time on September 9, 2016 and the Company’s Common Stock will open for trading on September 12, 2016 on a post-split basis.

The filing of the Amendment followed (i) the approval by the Company’s stockholders, at the Annual Meeting, of an amendment to the Company’s Certificate of Incorporation to effect a reverse stock split of its common stock, at a ratio in the range of 1-for-5 to 1-for-15, such ratio to be determined by the Company’s Board of Directors, and (ii) the subsequent approval by the Company’s Board of Directors of the specific 1-for-10 ratio.

No fractional shares will be issued in connection with the reverse stock split. Stockholders who otherwise would be entitled to receive a fractional share of Common Stock in connection with the reverse stock split will receive one whole share of Common Stock by virtue of rounding up such fractional share to the next highest whole share. The Company’s post-reverse split Common Stock has a new CUSIP number: 67091J 206, but the par value and other terms of the Common Stock were not affected by the reverse stock split. The post-reverse split Common Stock will continue to trade on The NASDAQ Capital Market under the symbol “NXTD”.

The Company’s transfer agent, VStock Transfer, LLC, is acting as exchange agent for the reverse stock split and will send instructions to stockholders of record regarding the exchange of certificates for Common Stock.

On September 9, 2016, the Company also issued a press release announcing the reverse stock split, a copy of which is attached to this Report as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to Certificate of Incorporation
99.1	Press Release

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: September 9, 2016

NXT-ID, INC.

By: /s/ Gino M. Pereira

Name: Gino M. Pereira

Title: Chief Executive Officer

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:24 AM 09/09/2016
FILED 10:24 AM 09/09/2016
SR 20165714610 - File Number 5106921

STATE OF DELAWARE
CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
Nxt-ID, INC.

The undersigned, Gino M. Pereira, the Chief Executive Officer of Nxt-ID, Inc. (the "Corporation"), pursuant to the provisions of the General Corporation Law of the State of Delaware (the "GCL"), does hereby certify and set forth as follows:

First: That the Board of Directors (the "Board") of the Corporation, acting by unanimous written consent on June 29, 2016, in accordance with Section 141(f) of the GCL unanimously approved a resolution to amend the Corporation's Certificate of Incorporation, declaring said resolution to be advisable, and calling for the submission of said resolution at the next annual meeting of stockholders: a proposal to authorize the Board to effect a reverse split of the Corporation's outstanding common stock, at an exchange ratio ranging between 1-to-5 and 1-to-15, with the exact exchange ratio to be determined by the Board, in its sole discretion, by filing a Certificate of Amendment to the Corporation's Certificate of Incorporation with the Secretary of State, pursuant to Section 242(c) of the GCL (the "Reverse Split").

Second: That at the 2016 annual meeting of stockholders of the Corporation, held on September 1, 2016, by affirmative vote of the holders of a majority of the outstanding stock of the Corporation entitled to vote pursuant to Section 242(b) of the GCL, a resolution was adopted approving the Reverse Split.

Third: That the Board, at a regularly scheduled meeting of the Board on dated September 1, 2016, following the above-referenced annual meeting of stockholders, unanimously adopted a resolution providing that, as soon as practicable, the Corporation will effect a reverse stock split whereby each stockholder shall receive one (1) share of Corporation common stock for every ten (10) shares owned.

Fourth: Article 4(a) of the Corporation's Certificate of Incorporation is hereby amended as follows:

"a) Common Stock. Each holder of record of Common Stock shall have the right to one vote for each share of Common Stock registered in the holder's name on the books of the Corporation on all matters submitted to a vote of stockholders except as the right to exercise such vote may be limited by the provisions of this Certificate of Incorporation or of any class or series of Preferred Stock established hereunder. The holders of Common Stock shall be entitled to such dividends as may be declared by the Board of Directors from time to time, provided that required dividends, if any, on Preferred Stock have been paid or provided for. In the event of the liquidation, dissolution, or winding up, whether voluntary or involuntary, of the Corporation, the assets and funds of the Corporation available for distribution to stockholders, and remaining after the payment to holders of Preferred Stock of the amounts, if any, to which they are entitled, shall be divided and paid to the holders of Common Stock according to their respective shares.

Upon the filing of this Amendment with the Secretary of State of the State of Delaware (the "Effective Time"), each ten (10) outstanding shares of Common Stock (the "Old Common Stock") shall be combined and converted into one (1) share of Common Stock (the "New Common Stock"). This reverse stock split (the "Reverse Split") of the outstanding shares of Common Stock shall not affect the total number of shares of capital stock, including the Common Stock, that the Company is authorized to issue, which shall remain as set forth under this Article 4.

The Reverse Split shall occur without any further action on the part of the Corporation or the holders of shares of New Common Stock and whether or not certificates representing such holders' shares prior to the Reverse Split are surrendered for cancellation. No fractional interest in a share of New Common Stock shall be deliverable upon the Reverse Split, all of which shares of New Common Stock be rounded up to the nearest whole number of such shares. All references to "Common Stock" in these Articles shall be to the New Common Stock.

The Reverse Split will be effectuated on a stockholder-by-stockholder (as opposed to certificate-by-certificate) basis. Certificates dated as of a date prior to the Effective Time representing outstanding shares of Old Common Stock shall, after the Effective Time, represent a number of shares equal to the same number of shares of New Common Stock as is reflected on the face of such certificates, divided by ten (10) and rounded up to the nearest whole number. The Corporation shall not be obligated to issue new certificates evidencing the shares of New Common Stock outstanding as a result of the Reverse Split unless and until the certificates evidencing the shares held by a holder prior to the Reverse Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such certificates."

Notwithstanding the foregoing, the language under this Article 4 shall not be amended in any way.

Fifth: This amendment was duly adopted in accordance with the provisions of Sections 212 and 242 of the GCL.

Sixth: This Certificate of Amendment shall be effective as of 5:00 P.M. New York time on the date written below.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to the Certificate of Incorporation of the Corporation to be signed by the undersigned, Gino M. Pereira, an Authorized Officer, and the undersigned has executed this certificate and affirms the foregoing as true and under penalty of perjury this 9th day of September, 2016.

Nxt-ID, Inc.

By: /s/ Gino M. Pereira
Gino M. Pereira,
Chief Executive Officer



NXT-ID, Inc. Announces Effective Date of Reverse Split

MELBOURNE, FL, September 9, 2016 -- NXT-ID, Inc. (NASDAQ:NXTD) ("NXT-ID" or the "Company"), a company focused on the growing mobile commerce announced the effective date of a 1-for-10 reverse stock split. Stockholders granted the Board of Directors discretionary authority to approve a reverse split at the Annual Meeting of Stockholders of NXT-ID, Inc. (the "Company") held on September 1, 2016. Any fractional shares as a result of the reverse split will be adjusted upwards.

NXT-ID, Inc. anticipates the reverse split to be effective after the close of trading on NASDAQ on Friday, September 9, 2016. The common stock will continue trading on NASDAQ under the trading symbol NXTD with a new CUSIP number – 67091J206.

The shares will trade on a split-adjusted basis commencing at the open of trading on Monday, September 12, 2016. The reverse split will also have a proportionate effect on all convertible stock and warrants outstanding as of September 9, 2016.

Gino Pereira, Chief Executive Officer stated: "The reverse stock split will allow us to satisfy the NASDAQ minimum share price requirement and cure the previously announced delisting issue relating to that requirement. We also believe that the resulting increased price will make the Company more attractive to investors. We continue to execute on our strategic plan and have confidence in our business and in the long term prospects of our company."

Information to Stockholders

vStock Transfer is acting as exchange agent for the Reverse Stock Split and will send instructions to stockholders of record who hold stock certificates regarding the exchange of certificates for Common Stock. Stockholders who hold their shares of Common Stock in brokerage accounts or "street name" are not required to take any action to effect the exchange of their shares following the Reverse Stock Split. More information on the Reverse Stock Split can be found in NXT-ID's Form 8-K, which was filed with the Securities and Exchange Commission on September 9, 2016

About NXT- ID Inc. - Mobile Security for a Mobile World

NXT-ID, Inc.'s innovative MobileBio® solution mitigates consumer risks associated with mobile computing, m-commerce and smart OS-enabled devices. The company is focused on the growing m-commerce market, launching its innovative MobileBio suite of biometric solutions that secure consumers' mobile platforms. With extensive experience in Biometric Identity Verification, Security and Privacy, Encryption and Data Protection, Payments, Miniaturization and Sensor technologies, the Company partners with industry leading companies to provide solutions for modern payment and IoT applications.

<http://nxt-id.com/>, <http://wocketwallet.com/>.

Forward-Looking Statements for NXT-ID: This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements reflect management's current expectations, as of the date of this press release, and involve certain risks and uncertainties. Forward-looking statements include statements herein with respect to the successful execution of the Company's business strategy. The Company's actual results could differ materially from those anticipated in these forward-looking statements as a result of various factors. Such risks and uncertainties include, among other things, our ability to establish and maintain the proprietary nature of our technology through the patent process, as well as our ability to possibly license from others patents and patent applications necessary to develop products; the availability of financing; the Company's ability to implement its long range business plan for various applications of its technology; the Company's ability to enter into agreements with any necessary marketing and/or distribution partners; the impact of competition, the obtaining and maintenance of any necessary regulatory clearances applicable to applications of the Company's technology; and management of growth and other risks and uncertainties that may be detailed from time to time in the Company's reports filed with the Securities and Exchange Commission.

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