

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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): November 6, 2020

THE SHYFT GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Michigan
(State or Other Jurisdiction
of Incorporation)

001-33582
(Commission File No.)

38-2078923
(IRS Employer
Identification No.)

41280 Bridge Street, Novi, Michigan
(Address of Principal Executive Offices)

48375
(Zip Code)

517-543-6400
(Registrant's Telephone Number, Including Area Code)

Not Applicable

(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 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)).

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	SHYF	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2). 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 November 6, 2020, The Shyft Group, Inc. (the “Company”) filed a Certificate of Elimination of Series B Preferred Stock (the “Series B Preferred Stock”) with the State of Michigan, thereby removing the Certificate of Designation of such Series B Preferred Stock from the Company’s Restated Articles of Incorporation, as amended. No shares of the Series B Preferred Stock were outstanding nor were there any options, warrants, or other rights issued by the Company that could require the issuance of any such shares. The Certificate of Elimination became effective upon filing. A copy of the Certificate of Elimination is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

On November 6, 2020, the Company filed with the State of Michigan a Certificate of Amendment to the Company’s Restated Articles of Incorporation, as amended, deleting any reference to par value with respect to the Company’s common and preferred stock. The amendment was approved by the Company’s Board of Directors on October 29, 2020, pursuant to the authority granted it under Sections 301a and 611(2) of the Michigan Business Corporation Act and became effective upon filing. A copy of the filing is attached hereto as Exhibit 3.2 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

3.1 [Certificate of Elimination filed with the State of Michigan on November 6, 2020.](#)

3.2 [Certificate of Amendment filed with State of Michigan on November 6, 2020.](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document).

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 thereunto duly authorized.

THE SHYFT GROUP, INC.

Dated: November 12, 2020

/s/ Ryan L. Roney

By: Ryan L. Roney

Its: Chief Legal Officer and Corporate Secretary

**CERTIFICATE OF ELIMINATION
OF
SERIES B PREFERRED STOCK
OF
THE SHYFT GROUP, INC.**

The Shyft Group, Inc., a Michigan corporation (the "Company"), does hereby certify, in accordance with Section 302 of the Michigan Business Corporation Act, that the following resolutions were duly adopted pursuant to the authority of the Board of Directors of the Company under the Articles of Incorporation of the Company, as amended.

There are currently no outstanding shares of Series B Preferred Stock, nor are there any outstanding securities convertible into shares of Series B Preferred Stock, nor are there any outstanding rights issued by the Company that could require issuing shares of Series B Preferred Stock. Under these circumstances, the Michigan Business Corporation Act permits the Board of Directors to adopt and file a Certificate of Elimination of Series B Preferred Stock (the "Certificate of Elimination") eliminating the Series B Preferred Stock designation without further shareholder approval.

The Board desires to eliminate the Series B Preferred Stock designation from the Company's Articles of Incorporation.

THEREFORE, IT IS RESOLVED, that the Board of Directors hereby approves a Certificate of Elimination to eliminate the Series B Preferred Stock designation. The Board specifically approves the filing of the Certificate of Elimination to delete the Certificate of Designation, Preferences, and Rights of Series B Preferred Stock, that was filed with the Bureau on July 10, 2007.

FURTHER RESOLVED, that any officer of the Company is authorized to cause the Certificate of Elimination described in the preceding resolution to be filed with the Michigan Department of Licensing and Regulatory Affairs, approved by him or her, with his or her signature on such Certificate of Elimination, as conclusive evidence of such approval.

FURTHER RESOLVED, that any officer of the Company is authorized to take any and all additional actions, including the execution and filing of any documents or instruments, that he or she deems necessary or advisable in order to accomplish the intent of the foregoing resolutions.

The Company has caused this Certificate of Elimination to be duly executed in its name and on its behalf on this 5th day of October, 2020.

THE SHYFT GROUP, INC.

By /s/ Ryan L. Roney
Ryan L. Roney
Its Secretary

**MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL
LICENSING BUREAU**

Date Received			
	This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.		
Name	ALEXANDER K. CAMPBELL, VARNUM LLP		
Address	P.O. BOX 352		
City	State	ZIP Code	EFFECTIVE DATE:
GRAND RAPIDS	MI	40501-0352	

CSC UCD-515 (Rev. 08/15)

**Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.**

CERTIFICATE OF AMENDMENT TO THE ARTICLES OF INCORPORATION
For use by Domestic Profit and Nonprofit Corporations
(Please read information and instructions on the last page)

Pursuant to the provisions of Act 284, Public Acts of 1972, (profit corporations), or Act 162, Public Acts of 1982 (nonprofit corporations), the undersigned corporation executes the following Certificate:

1. The present name of the corporation is:
THE SHYFT GROUP, INC.

2. The identification number assigned by the Bureau is:

3. Article III (first paragraph) of the Articles of Incorporation is hereby amended in its entirety.

The total number of shares of which the corporation shall have the authority to issue is eighty-two million (82,000,000), divided into two classes, as follows:

- (1) Eighty million (80,000,000) shares of common stock, which shall be called "Common Stock;" and
- (2) Two million (2,000,000) shares of preferred stock, which shall be called "Preferred Stock."

COMPLETE ONLY ONE OF THE FOLLOWING:

4. Profit or Nonprofit Corporations: For amendments adopted by unanimous consent of incorporators before the first meeting of the board of directors or trustees.

The foregoing amendment to the Articles of Incorporation was duly adopted on the _____ day of _____, in accordance with the provisions of the Act by the unanimous consent of the incorporator(s) before the first meeting of the Board of Directors or Trustees.

Signed _____ this day of _____

_____	_____
(Signature)	(Signature)
_____	_____
(Type or Print Name)	(Type or Print Name)
_____	_____
(Signature)	(Signature)
_____	_____
(Type or Print Name)	(Type or Print Name)

0. Profit Corporation Only: Shareholder or Board Approval

The foregoing amendment to the Articles of Incorporation proposed by the board was duly adopted on the 29th day of October, 2020, by the: (check one of the following)

- shareholders at a meeting in accordance with Section 611(3) of the Act.
- written consent of the shareholders having not less than the minimum number of votes required by statute in accordance with Section 407(1) of the Act. Written notice to shareholders who have not consented in writing has been given. (Note: Written consent by less than all of the shareholders is permitted only if such provision appears in the Articles of Incorporation.)
- written consent of all the shareholders entitled to vote in accordance with Section 407(2) of the Act.
- board of a profit corporation pursuant to Section 611(2) of the Act.

Profit Corporations and Professional Service Corporations
Signed this <u>5th</u> day of <u>November, 2020</u>
By/s/ Ryan L. Roney

(Signature of an authorized officer or agent)

Ryan L. Roney, Secretary

(Type or Print Name)