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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**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): January 6, 2016

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**WINDSTREAM TECHNOLOGIES, INC.**

(Exact name of registrant as specified in its charter)

**Wyoming**  
(State or Other Jurisdiction  
of Incorporation)

**000-54360**  
(Commission  
File Number)

**98-0178621**  
(IRS Employer  
Identification No.)

**819 Buckeye Street, North Vernon, Indiana 47265**  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: **(812) 953-1481**

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 3.02 Unregistered Sales of Equity Securities.**

Effective January 6, 2016, WindStream Technologies, Inc. (the "Company") issued 142,200,000 shares of common stock to an accredited investor upon conversion of \$7,394.40 in principal of an outstanding senior secured convertible debenture at a conversion price of \$0.000052 per share.

The above issuance was made in reliance on an exemption from registration set forth in Section 4(a)(2) of the Securities Act of 1933, as amended, and/or Regulation D promulgated thereunder.

Effective January 6, 2016, after the issuances described above, the Company had 2,993,183,362 shares of common stock issued and outstanding.

**SIGNATURE**

Pursuant to the requirement 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.

**WINDSTREAM TECHNOLOGIES, INC.**

Date: January 8, 2016

By: /s/ WILLIAM K. THORPE

William K. Thorpe  
Chief Financial Officer

