
**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): **December 18, 2018 (December 12, 2018)**

SMTC CORPORATION

(Exact name of registrant as specified in its charter)

Commission File Number: 0-31051

Delaware
(State or other jurisdiction
of incorporation)

98-0197680
(IRS Employer
Identification No.)

7050 Woodbine Avenue, Suite 300
Markham, Ontario, Canada L3R 4G8
(Address of principal executive offices, including zip code)

(905) 479-1810
(Registrant's telephone number, including area code)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in 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.

On June 15, 2018, at a meeting of the Board of Directors (the “Board”) of SMTC Corporation, a Delaware corporation (the “Company”), the Board approved an amendment (the “Amendment”) to the Company’s Fifth Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”) in order to remove Article X, Section 4 of the Certificate of Incorporation in its entirety, for the purpose of removing (i) the requirement that a member of the Board may only be removed “for cause” and (ii) the establishment of the vote required to remove a director at 75% of the shares then entitled to vote at an election of directors. The Board further approved the submission of the Amendment to the stockholders for approval. On August 7, 2018, at Company’s annual meeting of stockholders, the stockholders voted to approve the Amendment.

On December 12, 2018, the Company filed a Certificate of Amendment to its Certificate of Incorporation reflecting the Amendment with the Secretary of State of the State of Delaware (the “Certificate of Amendment”), which became effective upon filing. The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, which is attached hereto as Exhibit 3.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

Exhibit No.	Description
3.1	<u>Certificate of Amendment of Certificate of Incorporation of SMTC Corporation</u>

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 hereunto duly authorized.

SMTC Corporation

Date: December 18, 2018

By: /s/ Edward Smith
Edward Smith
President and Chief Executive Officer

**CERTIFICATE OF AMENDMENT OF
CERTIFICATE OF INCORPORATION
OF
SMTC CORPORATION**

The undersigned does hereby certify on behalf of SMTC Corporation, a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “*Corporation*”), as follows:

FIRST: That at a meeting of the Board of Directors of the Corporation on June 15, 2018, resolutions were duly adopted setting forth a proposed amendment (“*Amendment*”) to the Fifth Amended and Restated Certificate of Incorporation of the Company, as originally filed with the Secretary of State of the State of Delaware on August 28, 2014 (the “*Certificate of Incorporation*”), declaring the Amendment to be advisable and calling for the Amendment to be submitted to the stockholders of the Company for approval at the Company’s next annual meeting of stockholders. The resolution setting forth the Amendment is as follows:

“**NOW THEREFORE, BE IT RESOLVED**, that the Board hereby approves an amendment to the Company’s certificate of incorporation to remove Article X, Section 4 of the Company’s certificate of incorporation.”

SECOND: That thereafter, on August 7, 2018, the Corporation held its annual meeting of stockholders, in accordance with Section 211 of the General Corporation Law of the State of Delaware, at which meeting the necessary number of shares as required by statute were voted in favor of the Amendment.

THIRD: That Article X, Section 4 of the Certificate of Incorporation is hereby deleted in its entirety, and all other provisions of the Certificate of Incorporation shall remain in full force and effect.

FOURTH: That pursuant to Section 242 of the General Corporation Law of the State of Delaware the Amendment was duly adopted.

* * * * *

[Remainder of page intentionally left blank]

IN WITNESS WHEREOF, the undersigned hereby further declares and certifies under penalty of perjury that the facts set forth in this Certificate of Amendment are true and correct to his own knowledge, and that this certificate is his own act and deed.

Executed on December 12, 2018.

By: /s/ Edward Smith

Name: Edward Smith

Title: President and Chief Executive Officer