

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): **January 22, 2015**

**RISE RESOURCES INC.**

*(Exact Name of Registrant as Specified in Charter)*

**Nevada**

*(State or other jurisdiction of  
incorporation)*

**000-53848**

*(Commission File  
Number)*

**30-0692325**

*(IRS Employer Identification No.)*

**700 – 510 West Hastings Street**

**Vancouver, British Columbia**

**Canada**

*(Address of principal executive offices)*

**V6B 1L8**

*(Zip Code)*

Registrant's telephone number, including area code: **(604) 687-7130**

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)

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On January 22, 2015, Rise Resources Inc. (the “Company”) completed a 1 for 80 reverse split of its common stock and effected a corresponding decrease in its authorized capital by filing a Certificate of Change with the Nevada Secretary of State (the “Reverse Split”). As a result of the Reverse Split, the Company’s authorized capital decreased from 1,680,000,000 shares to 21,000,000, and its issued and outstanding common stock decreased from 63,400,000 shares to 792,500, with each fractional share being rounded up to the nearest whole share.

### **Item 8.01 Other Events**

On January 14, 2015, the Company completed a merger with its wholly owned subsidiary, Rise Resources Inc., and formally assumed the subsidiary’s name by filing Articles of Merger with the Nevada Secretary of State (the “Name Change”). The subsidiary was incorporated entirely for the purpose of effecting the Name Change and the merger did not affect the Company’s Articles of Incorporation or corporate structure in any other way.

In order for the Name Change and Reverse Split to be recognized on the OTC markets, the Financial Industry Regulatory Authority (“FINRA”) was required to process the corporate actions. FINRA has now processed the Name Change and Reverse Split, both of which will be effective in the market at the open of business on February 9, 2015. At that time, the Company’s common stock will become eligible for quotation on the OTC markets under the name “Rise Resources Inc.” and the trading symbol “PROFD”. On March 9, 2015, the Company’s trading symbol will change permanently to “RYES”.

### **Item 9.01 Financial Statements and Exhibits**

<u>Number</u>	<u>Exhibit Description</u>
3.4	Certificate of Change filed with the Nevada Secretary of State on January 22, 2015

## **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: February 5, 2015

**RISE RESOURCES INC.**

/s/ Greg Johnston

**Greg Johnston**

CEO, Director



ROSS MILLER  
Secretary of State  
204 North Carson Street, Suite 1  
Carson City, Nevada 89701-4520  
(775) 684-6708  
Website: [www.nvsos.gov](http://www.nvsos.gov)



\*090301\*

## Certificate of Change Pursuant to NRS 78.209

Filed in the office of <i>Barbara K. Cegavske</i> Barbara K. Cegavske Secretary of State State of Nevada	Document Number <b>20150030210-04</b> Filing Date and Time <b>01/22/2015 2:13 PM</b> Entity Number <b>E0094972007-8</b>
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USE BLACK INK ONLY - DO NOT HIGHLIGHT

ABOVE SPACE IS FOR OFFICE USE ONLY

### Certificate of Change filed Pursuant to NRS 78.209 For Nevada Profit Corporations

1. Name of corporation:

Rise Resources Inc.

2. The board of directors have adopted a resolution pursuant to NRS 78.209 and have obtained any required approval of the stockholders.

3. The current number of authorized shares and the par value, if any, of each class or series, if any, of shares before the change:

1,680,000,000 shares of common stock, par value \$0.001

4. The number of authorized shares and the par value, if any, of each class or series, if any, of shares after the change:

21,000,000 shares of common stock, par value \$0.001

5. The number of shares of each affected class or series, if any, to be issued after the change in exchange for each issued share of the same class or series:

One (1) share of common stock for every eighty (80) shares of common stock

6. The provisions, if any, for the issuance of fractional shares, or for the payment of money or the issuance of scrip to stockholders otherwise entitled to a fraction of a share and the percentage of outstanding shares affected thereby:

N/A

7. Effective date and time of filing: (optional)

Date:

Time:

8. Signature: (required)

(must not be later than 90 days after the certificate is filed)

X

Signature of Officer

Chief Executive Officer

Title

**IMPORTANT:** Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

*This form must be accompanied by appropriate fees.*

Nevada Secretary of State Stock Split  
Revised: 8-31-11