

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) **August 31, 2021**

TRILLION ENERGY INTERNATIONAL INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	000-55539 (Commission File Number)	47-4488552 (IRS Employer Identification No.)
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Turan Gunes Bulvari, Park Oran Ofis Plaza, 180-y, Daire:54, Kat:16, 06450, Oran, Cankaya, Ankara, Turkey (Address of principal executive offices)	06450 (Zip Code)
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Registrant's telephone number, including area code +90 312 441 80 02

N/A
(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 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 Shares	TCFF	OTC Markets

Indicate by check mark whether the registrant is an emerging growth company 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 1.01. Entry into a Material Definitive Agreement.

On August 31, 2021, Trillion Energy International Inc. (the “Company”) announced a plan to change its effective location of incorporation from Delaware to British Columbia, Canada. In connection with the proposed change, the Company entered into an Agreement and Plan of Merger on August 31, 2021 (the “Merger Agreement”) with Trillion Energy Inc. a British Columbia wholly-owned subsidiary of the Company (“Trillion BC”). The Company will merge (the “Merger”) with and into Trillion BC with Trillion BC surviving the Merger.

The Merger will result in each holder of the Company’s common stock receiving one common share of Trillion BC for each share of the Company’s common stock held immediately prior to the Merger.

After the Merger and continuation into British Columbia, Trillion BC will continue to conduct the business of the Company in substantially the same manner as is currently being conducted by the Company and its subsidiaries. The ordinary shares of Trillion BC are expected to be listed and traded on the Canadian Securities Exchange, although no assurances can be provided in this regard at the present time. In addition, Trillion BC will remain subject to the U.S. Securities and Exchange Commission (the “SEC”) reporting requirements, although as a “foreign private issuer”. Subsequent to the consummation of the merger/continuation, we anticipate that we will qualify as a “foreign private issuer” for purposes of the Securities Exchange Act of 1934. Upon the Company qualifying as a foreign private issuer, it will be required to file annual reports on Form 20-F and will no longer be required to file quarterly reports. However it will be required to file interim financial statements and management discussion and analysis that it would be required to prepare as a reporting issuer under British Columbia securities legislation, with the SEC on Form 6-K. Such filings are available to the public over the internet at the Securities and Exchange Commission’s website at <http://www.sec.gov>.

The Merger is subject to the approval of the adoption of the Merger Agreement by the stockholders of the Company at a special meeting of stockholders, and certain other closing conditions. If the proposal to approve the adoption of the Merger Agreement is approved by the Company’s stockholders, the Company currently anticipates that the Merger will become effective in the prior to the year end. The Company may postpone or abandon the Merger at any time prior to its completion, including after obtaining stockholder approval, because of, among other reasons, the Merger is no longer in the Company’s best interest or the best interest of its stockholders or as a result of an inability to satisfy all of the conditions to closing set forth in the Merger Agreement.

The foregoing description of the Merger Agreement, the Merger and related transactions does not purport to be complete and is qualified in its entirety by reference to the Merger Agreement, which is filed as Exhibit 2.1 and incorporated by reference herein.

Item 8.01. Other Events.

On September 1, 2021, the Company issued a press release announcing the proposed plan to change its effective location of incorporation from Delaware to British Columbia, Canada. A copy of the press release is filed as Exhibit 99.1 and incorporated by reference herein.

Forward-Looking Statements

This Current Report on Form 8-K contains certain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. These statements are identified by the use of the words “project,” “believe,” “estimate,” “expect,” “anticipate,” “intend,” “contemplate,” “foresee,” “would,” “could,”

“plan,” and similar expressions that are intended to identify forward-looking statements, which are generally not historical in nature. These forward-looking statements are based on management’s current expectations and beliefs concerning future developments and their potential effect on the Company. While management believes that these forward-looking statements are reasonable as and when made, there can be no assurance that future developments affecting the Company will be those that are anticipated. The Company’s forward-looking statements involve significant risks and uncertainties (some of which are beyond the Company’s control) and assumptions that could cause actual results to differ materially from the Company’s historical experience and present expectations or projections. Known material factors that could cause actual results to differ materially from those in the forward-looking statements include: the adoption of the Merger Agreement may not be approved by stockholders; the Board of Directors may choose to postpone or abandon the Merger at any time, including after stockholder approval; changes in U.S. or non-U.S. laws, including tax laws, that could effectively preclude the Company from completing the Merger or reduce or eliminate the benefits expected to be achieved from the Merger; an inability to satisfy all of the conditions to closing set forth in the Merger Agreement; an inability to realize expected benefits from the Merger or the occurrence of difficulties in connection with the Merger; and costs related to the Merger, which could be greater than expected. Stockholders are cautioned not to place undue reliance on forward-looking statements contained in this report, which speak only as of the date of this report. Forward-looking statements also are affected by the risk factors described in the Company’s Annual Report on Form 10-K for the year ended December 31, 2020, as amended, and those set forth from time-to-time in other filings with the SEC. The Company undertakes no obligation to publicly update or revise any forward-looking statements after the date they are made, whether as a result of new information, future events or otherwise.

Important Additional Information Regarding the Merger Filed with the SEC

Trillion BC shall file with the SEC a registration statement on Form S-4, which will contain a proxy statement/prospectus in connection with the proposed Merger, and each of the Company and Trillion BC may be filing other relevant materials with the SEC in connection with the transaction. The Company urges its stockholders — including participants in its equity based incentive plans — and investors to read carefully the proxy statement/prospectus when filed (and any other document that the Company or Trillion BC subsequently files with the SEC) before making any voting or investment decision about the proposed Merger Agreement because they contain important information about the Company, Trillion BC and the proposed Merger Agreement. Stockholders and investors may obtain these documents, as well as other filings containing information about the Company and Trillion BC, for free at the SEC’s website, www.sec.gov, or at the Company’s website, www.trillionenergy.com

Participants in Solicitation

The Company, Trillion BC and their directors and executive officers and certain other members of management and employees may be deemed to be participants in the solicitation of proxies from stockholders with respect to the matters to be voted upon at the shareholder meeting. Information about the directors and executive officers of the Company and their ownership in the Company is included in the proxy statement/prospectus filed with the SEC and the documents and information incorporated by reference therein. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, is contained in the proxy statement/prospectus and other relevant materials filed with the SEC. Stockholders can obtain free copies of the documents by accessing the SEC’s and the Company’s website as described above.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
2.1	Agreement and Plan of Merger, dated August 31, 2021, by and among the Company and Trillion BC.
99.1	Press release dated September 1, 2021.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

TRILLION ENERGY INTERNATIONAL INC.

/s/ Arthur Halleran

Arthur Halleran

Chief Executive Officer and Director

Date: September 2, 2021

EXHIBIT INDEX

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