

**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): June 17, 2022

**BITNILE HOLDINGS, INC.**

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

001-12711  
(Commission File Number)

94-1721931  
(I.R.S. Employer Identification No.)

11411 Southern Highlands Parkway, Suite 240, Las Vegas, NV 89141  
(Address of principal executive offices) (Zip Code)

(949) 444-5464  
(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))

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, \$0.001 par value	NILE	NYSE American
13.00% Series D Cumulative Redeemable Perpetual Preferred Stock, par value \$0.001 per share	NILE PRD	NYSE American

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 5.03 AMENDMENTS TO ARTICLES OF INCORPORATION OR BYLAWS; CHANGE IN FISCAL YEAR

On June 16, 2022, BitNile Holdings, Inc., a Delaware corporation (the “**Company**”), filed a Certificate of Correction (the “**Certificate of Correction**”) to the Certificate of Designation, Rights and Preferences of 13.00% Series D Cumulative Redeemable Perpetual Preferred Stock of the Company (the “**Certificate of Designation**”), with the Secretary of State of the State of Delaware. The Certificate of Correction corrects an error in the Certificate of Designation by modifying Section 2(b) thereof, which erroneously stated the date of payment of dividends on the Company’s 13.00% Series D Cumulative Redeemable Perpetual Preferred Stock (the “**Series D Preferred Stock**”), to correctly state that payment date of such dividends shall be within eight (8) business days following the applicable record date, which remains the last calendar day of each month. The payment date was inadvertently listed as the same date as the record date.

The Certificate of Correction became effective upon filing, and a copy is filed as **Exhibit 3.1** to this Current Report on Form 8-K. The above description of the Certificate of Correction is a summary and, as such, does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Correction, which is incorporated herein by reference.

## ITEM 7.01 REGULATION FD DISCLOSURE

On June 17, 2022, the Company issued a press release announcing that the Company’s Board of Directors has declared a cash dividend to holders of the Series D Preferred Stock of \$0.2708333 per share. The record date for this dividend is June 30, 2022 and the payment date is July 11, 2022. A copy of the press release is furnished herewith as **Exhibit 99.1** and is incorporated by reference herein.

In accordance with General Instruction B.2 of Form 8-K, the information under this item shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing. This report will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

## ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

### (d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
3.1	<a href="#">Certificate of Correction to the Certificate of Designation, Rights and Preferences of 13.00% Series D Cumulative Redeemable Perpetual Preferred Stock, dated June 16, 2022.</a>
99.1	<a href="#">Press Release issued on June 17, 2022.</a>
101	Pursuant to Rule 406 of Regulation S-T, the cover page is formatted in Inline XBRL (Inline eXtensible Business Reporting Language).
104	Cover Page Interactive Data File (embedded within the Inline XBRL document and included in Exhibit 101).

**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.

**BITNILE HOLDINGS, INC.**

Dated: June 17, 2022

/s/ Kenneth S. Cragun  
Kenneth S. Cragun  
Chief Financial Officer

---

**CERTIFICATE OF CORRECTION  
OF THE  
CERTIFICATE OF DESIGNATION, RIGHTS AND PREFERENCES  
OF  
13.00% SERIES D CUMULATIVE REDEEMABLE PERPETUAL PREFERRED STOCK  
OF  
BITNILE HOLDINGS, INC.**

---

BITNILE HOLDINGS, INC., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware,  
DOES HEREBY CERTIFY:

1. The name of the corporation is: BitNile Holdings, Inc. (the “Corporation”).
2. That a Certificate of Designation, Rights and Preferences of 13.00% Series D Cumulative Redeemable Perpetual Preferred Stock of the Corporation was filed by the Secretary of State of the State of Delaware on May 26, 2022 (the “Certificate”) and that the Certificate requires correction as permitted by Section 103 of the General Corporation Law of the State of Delaware.
3. The inaccuracy or defect of the said Certificate is present within sub-section (b) of “Section 2. Dividends.” thereof, which erroneously stated the date of the Dividend Payment Date (as defined in the Certificate), and read as follows:

“(b) Dividend Payment Date; Dividend Record Date. Dividends on the Series D Preferred Stock shall accrue daily and be cumulative from, and including, the date of initial issue and shall be payable monthly on the last day of each month (each such payment date, a “**Dividend Payment Date**,” and each such monthly period, a “**Dividend Period**”); provided that if any Dividend Payment Date is not a Business Day, then the dividend that would otherwise have been payable on that Dividend Payment Date may be paid on the next succeeding Business Day, and no interest, additional dividends or other sums will accrue on the amount so payable for the period from and after that Dividend Payment Date to that next succeeding Business Day. The first dividend on the Series D Preferred Stock is scheduled to be paid on June 30, 2022 (in the amount of \$0.2708333 per share) to the persons who are the holders of record of the Series D Preferred Stock at the close of business on the corresponding record date, which will be June 30, 2022. Any dividend payable on the Series D Preferred Stock, including dividends payable for any partial Dividend Period, will be computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends will be payable to holders of record as they appear in the Corporation’s stock records for the Series D Preferred Stock at the close of business on the applicable record date, which shall be the last day of the month, whether or not a Business Day, in which the applicable Dividend Payment Date falls (each, a “**Dividend Record Date**”).”

---

4. Sub-section (b) of “Section 2. Dividends.” of the Certificate is hereby corrected to read, in its entirety, as follows:

“(b) Dividend Payment Date; Dividend Record Date. Dividends on the Series D Preferred Stock shall accrue daily and be cumulative from, and including, the date of the initial issue and shall be payable monthly within eight (8) Business Days following the Dividend Record Date (as defined herein) (each such payment date, a “**Dividend Payment Date**,” and each monthly period, a “**Dividend Period**”). Any dividend payable on the Series D Preferred Stock, including dividends payable for any partial Dividend Period, will be computed on the basis of a 360-day year consisting of twelve 30-day months. Dividends will be payable to holders of record as they appear in the Corporation’s stock records for the Series D Preferred Stock at the close of business on the applicable record date, which shall be the last day of each month, whether or not a Business Day (each, a “**Dividend Record Date**”). The first dividend on the Series D Preferred Stock is scheduled to be paid within eight (8) Business Days following the corresponding Dividend Record Date, which will be June 30, 2022, to the persons who are the holders of record of the Series D Preferred Stock at the close of business on such Dividend Record Date, in the amount of \$0.2708333 per share.”

[Signature Page Follows]

---

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Correction to be signed by an authorized officer, this 16th day of June, 2022.

**BITNILE HOLDINGS, INC.**

By: /s/ William B. Horne

Name: William B. Horne

Title: Chief Executive Officer

---



## BitNile Holdings Declares Monthly Cash Dividend of \$0.2708333 Per Share of 13.00% Series D Cumulative Redeemable Perpetual Preferred Stock

LAS VEGAS--(BUSINESS WIRE) – June 17, 2022 -- [BitNile Holdings, Inc.](#) (NYSE American: NILE), a diversified holding company (“**BitNile**” or the “**Company**”), today announced that its Board of Directors has declared a monthly cash dividend of \$0.2708333 per share of the Company’s outstanding 13.00% Series D Cumulative Redeemable Perpetual Preferred Stock. The record date for this dividend is June 30, 2022, and the payment date is July 11, 2022.

Link to NYSE quote for the Company’s 13.00% Series D Cumulative Redeemable Perpetual Preferred Stock: <https://www.nyse.com/quote/XASE:NILEpD>

For more information on BitNile and its subsidiaries, BitNile recommends that stockholders, investors, and any other interested parties read BitNile’s public filings and press releases available under the Investor Relations section at [www.BitNile.com](http://www.BitNile.com) or available at [www.sec.gov](http://www.sec.gov).

### About BitNile Holdings, Inc.

BitNile Holdings, Inc. is a diversified holding company pursuing growth by acquiring undervalued businesses and disruptive technologies with a global impact. Through its wholly and majority-owned subsidiaries and strategic investments, BitNile owns and operates a data center at which it mines Bitcoin and provides mission-critical products that support a diverse range of industries, including defense/aerospace, industrial, automotive, telecommunications, medical/biopharma and textiles. In addition, BitNile extends credit to select entrepreneurial businesses through a licensed lending subsidiary. BitNile’s headquarters are located at 11411 Southern Highlands Parkway, Suite 240, Las Vegas, NV 89141; [www.BitNile.com](http://www.BitNile.com).

### Forward-Looking Statements

This press release contains “forward-looking statements” within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. These forward-looking statements generally include statements that are predictive in nature and depend upon or refer to future events or conditions, and include words such as “believes,” “plans,” “anticipates,” “projects,” “estimates,” “expects,” “intends,” “strategy,” “future,” “opportunity,” “may,” “will,” “should,” “could,” “potential,” or similar expressions. Statements that are not historical facts are forward-looking statements. Forward-looking statements are based on current beliefs and assumptions that are subject to risks and uncertainties.

Forward-looking statements speak only as of the date they are made, and the Company undertakes no obligation to update any of them publicly in light of new information or future events. Actual results could differ materially from those contained in any forward-looking statement as a result of various factors. More information, including potential risk factors, that could affect the Company’s business and financial results are included in the Company’s filings with the U.S. Securities and Exchange Commission, including, but not limited to, the Company’s Forms 10-K, 10-Q and 8-K. All filings are available at [www.sec.gov](http://www.sec.gov) and on the Company’s website at [www.BitNile.com](http://www.BitNile.com).

**BitNile Holdings Investor Contact:**  
[IR@BitNile.com](mailto:IR@BitNile.com) or 1-888-753-2235

---