

**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): April 22, 2014

BE ACTIVE HOLDINGS, INC.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or other jurisdiction of
incorporation)

333-174435

(Commission File Number)

68-0678429

(IRS Employer Identification No.)

**1010 Northern Boulevard
Great Neck, NY 11021**

(Address of Principal Executive Offices)

(212) 736-2310

(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))
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Item 3.03 Material Modification to Rights of Security Holders.

On April 22, 2014, the Board of Directors of Be Active Holdings, Inc. (the "Company") voted to approve amending the previously filed Certificate of Designation, as amended, for its shares of Series B Convertible Preferred Stock (the "Series B Shares") to extend the date on which the Series B Shares would automatically convert into such number of fully paid and non-assessable shares of Common Stock as will cause the holder to own, along with any other securities of the Company beneficially owned on the conversation date by them, 13.334% of the issued and outstanding Common Stock of the Company, from the date 12 months from the date of issuance of such Series B Shares to such date as determined by the Board of Directors (the "Amendment"). All of the holders of the Company's Series B Shares voted unanimously to approve the Amendment.

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

The information contained in Item 3.03 is hereby incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

The exhibits listed in the following Exhibit Index are filed as part of this Current Report on Form 8-K.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Designation of Preferences, Rights and Limitations of Series B Convertible Preferred Stock

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 thereunto duly authorized.

Date: April 28, 2014

BE ACTIVE HOLDINGS, INC.

By: /s/ Saverio Pugliese
Name: Saverio Pugliese
Title: President