

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) October 14, 2013

PERMA-FIX ENVIRONMENTAL SERVICES, INC.

(Exact name of registrant as specified in its charter)

<u>Delaware</u>	<u>1-11596</u>	<u>58-1954497</u>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
<u>8302 Dunwoody Place, Suite 250, Atlanta, Georgia</u>	<u>30350</u>	
(Address of principal executive offices)	(Zip Code)	

Registrant's telephone number, including area code: (770) 587-9898
Not applicable
(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 the Securities Act
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Section 3 - Securities and Trading Markets

Item 3.03– Material Modification to Rights of Security Holders.

The information set forth under Item 5.03 of this Current Report on Form 8-K is hereby incorporated in this Item 3.03 by reference.

Section 5 – Corporate Governance and Management

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

The Certificate of Amendment (the “Amendment”) of Perma-Fix Environmental Services, Inc.’s (the “Company”) Restated Certificate of Incorporation, substantially in the form approved by the stockholders at the 2013 Annual Meeting of the Stockholders held on September 12, 2013, became effective as of 12:01 a.m. on October 15, 2013 (the “Effective Date”). The Amendment provides for the 1-for-5 reverse stock split of the Company’s common stock to be effective as of the Effective Date. The Certificate of Amendment is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The combination of, and reduction in, the number of shares of the Company’s outstanding common stock as a result of the reverse stock split occurred automatically at 12:01 a.m. on the Effective Date, without any further action on the part of the Company’s stockholders and without regard to the date that stock certificates representing the pre-reverse stock split outstanding shares of the Company’s common stock, are physically surrendered for certificates representing the post-reverse stock split shares of the common stock. The authorized number of shares of the Company’s common stock will not change as a result of the reverse stock split. Beginning on the Effective Date, the Company’s common stock will begin trading on The NASDAQ Capital Market on a post-reverse stock split adjusted basis with the new CUSIP number of 714157 203.

No fractional shares of the Company’s common stock will be issued as a result of the reverse stock split. Instead, stockholders who would otherwise be entitled to receive a fractional share of the Company’s common stock as a result of the reverse stock split will receive a cash payment in lieu of such fractional share determined on the basis of the closing price of the Company’s common stock on The NASDAQ Capital Market on October 14, 2013, the last business day before the Effective Date. The number of shares of common stock that can be purchased under the outstanding options, rights and warrants to purchase the Company’s common stock were automatically decreased by a factor of five and the respective exercise prices of the options, rights and warrants were automatically increased by a factor of five on the Effective Date.

The reverse stock split was instituted in an effort to regain compliance with the \$1.00 per share minimum bid price requirement for continued listing on The Nasdaq Capital Market.

On October 14, 2013, the Company issued a press release announcing that the 1-for-5 reverse stock split of the Company’s common stock would be effective at 12:01 a.m. EST on October 15, 2013. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

This Current Report on Form 8-K contains “forward-looking statements” which are based largely on the Company’s expectations and are subject to various business risks and uncertainties, certain of which are beyond the Company’s control. Forward-looking statements generally are identifiable by use of the words such as “believe”, “expects”, “intends”, “anticipate”, “plans to”, “estimates”, “projects”, and similar expressions. Forward-looking statements include, but are not limited to: the reverse stock split was instituted in an effort to regain compliance with the \$1.00 per share minimum bid price requirement for continued listing on The Nasdaq Capital Market. These forward-looking statements are intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. While the Company believes the expectations reflected in this Current Report of Form 8-K are reasonable, it can give no assurance such expectations will prove to be correct. There are a variety of factors which could cause future outcomes to differ materially from those described in this release, including, without limitation, future economic conditions; industry conditions; competitive pressures; market conditions; acceptance of the reverse stock split by the investing public; our ability to apply and market our new technologies; the government or such other party to a contract granted to us fails to abide by or comply with the contract or to deliver waste as anticipated under the contract; that Congress provides continuing funding for the DOD’s and DOE’s remediation projects; ability to obtain new foreign and domestic remediation contracts; and the additional factors referred to under “Special Note Regarding Forward-Looking Statements” of our 2012 Form 10-K and under “Forward Looking Statements” in our Form 10-Q’s for the quarters ended March 31, 2013, and June 30, 2013. The Company makes no commitment to disclose any revisions to forward-looking statements, or any facts, events or circumstances after the date hereof that bear upon forward-looking statements.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

The information contained in the accompanying Exhibit 99.1 shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934 (as amended, the "Exchange Act") or incorporated by reference in any filing under the Exchange Act or the Securities Act of 1933, except as shall be expressly set forth by specific reference to such Exhibit 99.1 in such filing.

(d) Exhibits.

[3.1](#) Certificate of Amendment of the Restated Certificate of Incorporation, as amended, of Perma-Fix Environmental Services, Inc.

[99.1](#) Press release, dated October 14, 2013

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.

Dated October 15, 2013

PERMA-FIX ENVIRONMENTAL SERVICES, INC.

By: /s/Ben Naccarato
Ben Naccarato
Vice President and
Chief Financial Officer

CERTIFICATE OF AMENDMENT
OF
THE RESTATED CERTIFICATE OF INCORPORATION, AS AMENDED, OF
PERMA-FIX ENVIRONMENTAL SERVICES, INC.

PERMA-FIX ENVIRONMENTAL SERVICES, INC., a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

FIRST: The name of the corporation is Perma-Fix Environmental Services, Inc. (the "Corporation").

SECOND: At a meeting of the Board of Directors of the Corporation, resolutions were duly adopted declaring the advisability of an amendment to the Corporation's Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), as follows, and providing that:

The first two paragraphs of Article Fourth of the Corporation's Certificate of Incorporation are hereby deleted in their entirety and replaced in their entirety by the following:

"FOURTH: The total number of shares of capital stock that the Corporation shall have authority to issue is 77,000,000, of which 75,000,000 shall be designated as common stock, par value \$.001 per share ("Common Stock"), and 2,000,000 shall be designated as preferred stock, par value \$.001 per share ("Preferred Stock").

Upon this Certificate of Amendment of the Certificate of Incorporation of the Corporation becoming effective in accordance with the terms hereof and pursuant to the General Corporation Law of the State of Delaware (the "Amendment Effective Time"), every five (5) shares of the Corporation's Common Stock (the "Old Common Stock"), issued and outstanding immediately prior to the Amendment Effective Time, will be automatically reclassified as and converted into one share of common stock, par value \$.001 per share, of the Corporation (the "New Common Stock")(such formula herein, the "Determined Ratio"). Further, every right, option and warrant to acquire shares of Old Common Stock outstanding immediately prior to the Amendment Effective Time shall, as of the Amendment Effective Time and without any further action, automatically be reclassified into the right to acquire one (1) share of New Common Stock based on the Determined Ratio of shares of Old Common Stock to shares of New Common Stock, but otherwise upon the terms of such right, option or warrant (except that the exercise or purchase price of such right, option or warrant shall be proportionately adjusted).

Notwithstanding the immediately preceding paragraph, the Corporation shall not be required to issue or deliver any fractional shares of New Common Stock. Each holder of such New Common Stock shall be entitled to receive for such fractional interest, and at the Amendment Effective Time any such fractional interest in such shares of New Common Stock shall be converted into the right to receive, an amount in cash, without interest, determined by multiplying (i) such fractional share interest to which the holder would otherwise be entitled by (ii) the closing sale price of the Common Stock (on a post-reverse-split basis as adjusted for the amendment effected hereby) on the trading day immediately prior to the Amendment Effective Time on The NASDAQ Stock Market, or if the principal exchange on which the Common Stock is then traded is other than The NASDAQ Stock Market, such exchange as may be applicable. Shares of Common Stock that were outstanding prior to the Amendment Effective Time and that are not outstanding after the Amendment Effective Time shall resume the status of authorized but unissued shares of Common Stock.

Each stock certificate that, immediately prior to the Amendment Effective Time, represented shares of Old Common Stock shall, from and after the Amendment Effective Time, automatically and without the necessity of presenting the same for exchange, represent that number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified (as well as the right to receive cash in lieu of any fractional shares of New Common Stock as set forth above); provided, however, that each holder of record of a certificate that represented shares of Old Common Stock shall receive, upon surrender of such certificate, a new certificate representing the number of whole shares of New Common Stock into which the shares of Old Common Stock represented by such certificate shall have been reclassified, as well as any cash in lieu of fractional shares of New Common Stock to which such holder may be entitled pursuant to the immediately preceding paragraph.”

THIRD: That thereafter, pursuant to resolution of its Board of Directors, a meeting of the stockholders of the Corporation was duly called and held, upon notice in accordance with Section 222 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.

FOURTH: This Certificate of Amendment of the Certificate of Incorporation was duly adopted at said meeting of the stockholders in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

FIFTH: In accordance with Section 103(d) of the General Corporation Law of the State of Delaware, this Certificate of Amendment shall be effective as of 12:01 a.m. on October 15, 2013.

IN WITNESS WHEREOF, Perma-Fix Environmental Services, Inc. has caused this Certificate of Amendment to be signed by its Corporate Secretary, this 11th day of October, 2013.

By: /s/Ben Naccarato
Ben Naccarato, Corporate Secretary



Perma-Fix 1-for-5 Reverse Stock Split of its Common Stock

Effective October 15, 2013

ATLANTA, GA -- 10/14/13 -- **Perma-Fix Environmental Services, Inc.** (NASDAQ: PESI) announced today that its 1-for-5 reverse stock split will become effective at 12:01 a.m. EST on October 15, 2013.

Perma-Fix Environmental Services, Inc.'s (the "Company") Certificate of Amendment to its Restated Certificate of Incorporation, as amended, has been filed with the Secretary of State of the State of Delaware, substantially in the form approved by the shareholders and the Board of Directors of the Company. The amendment and the reverse stock split to be effectuated thereby will become effective at 12:01 a.m. EST on October 15, 2013.

The combination of, and reduction in, the number of shares of the Company's outstanding common stock as a result of the reverse stock split will occur automatically at 12:01 a.m. on October 15, 2013, without any further action on the part of the Company's stockholders and without regard to the date that stock certificates representing the pre-reverse stock split outstanding shares of the Company's common stock, are physically surrendered for certificates representing the post-reverse stock split shares of the common stock. The authorized number of shares of the Company's common stock will not change as a result of the reverse stock split. The post-reverse stock split common stock will have a new CUSIP number, 714157203.

No fractional shares of the Company's common stock will be issued as a result of the reverse stock split. Instead, stockholders who would otherwise be entitled to receive a fractional share of common stock as a result of the reverse stock split will, upon surrender of the stock certificates representing such fractional shares to the transfer agent, be entitled to receive cash in lieu of all such fractional shares. With respect to outstanding options, rights and warrants to purchase the Company's common stock, the number of shares of common stock that can be purchased under the outstanding options, rights and warrants will be automatically decreased by a factor of five and the respective exercise prices of the options will automatically increased by a factor of five as of 12:01 a.m. on October 15, 2013.

Holders of share certificates will receive instructions from the Company's transfer agent, Continental Stock Transfer & Trust Company regarding the process for exchanging their shares. Continental Stock Transfer & Trust Company can be reached at (917) 262-2378.

About Perma-Fix Environmental Services--Perma-Fix Environmental Services, Inc. is a nuclear services company and leading provider of nuclear and mixed waste management services. The Company's nuclear waste services include management and treatment of radioactive and mixed waste for hospitals, research labs and institutions, federal agencies, including the DOE, the Department of Defense ("DOD"), and the commercial nuclear industry. The Company's nuclear services group provides project management, waste management, environmental restoration, decontamination and decommissioning, new build construction, and radiological protection, safety and industrial hygiene capability to our clients. The Company operates four nuclear waste treatment facilities and provides nuclear services at DOE, DOD, and commercial facilities, nationwide. Please visit us on the World Wide Web at <http://www.perma-fix.com>.

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