

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

—
FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 25, 2015

ITUS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	000-11254 (Commission File Number)	11-2622630 (IRS Employer Identification No.)
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12100 Wilshire Boulevard, Suite 1275

Los Angeles, CA
(Address of principal executive offices)

90025
(Zip Code)

Registrant's telephone number, including area code: **(310) 484-5200**

(Former name or former address, if changed since last report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation to 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))

Item 5.03 Amendments to Articles of Incorporation or By-Laws; Change in Fiscal Year.

On June 25, 2015, ITUS Corporation (the “**Company**”) announced that effective at 9:00 a.m. eastern standard time on June 26, 2015, the Company will implement a reverse stock split of its shares of common stock at a ratio of one-for-twenty-five (the “**Stock Split**”). The Stock Split, which was approved by the Company’s board of directors under authority granted by the Company’s stockholders at the Company’s 2014 Annual Meeting of Stockholders held on August 8, 2014, will be consummated pursuant to a Certificate of Amendment that was filed with the Secretary of State of Delaware on June 25, 2015 (the “**Certificate of Amendment**”). A copy of the Certificate of Amendment is attached hereto as Exhibit 3.1 and is incorporated herein by reference. A copy of the press release is attached hereto as Exhibit 99.1.

Upon the effectiveness of the Stock Split, the Company’s issued and outstanding shares of common stock will decrease from approximately 219 million shares to approximately 8.8 million shares of common stock, all with a par value of \$0.01. Fractional shares resulting from the Stock Split were rounded up to the next whole number. As a result of the Stock Split, the number of shares of the Company’s common stock and preferred stock authorized under our Certificate of Incorporation, as amended, will also be decreased by the same proportion as the outstanding shares of common stock.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

3.1 Certificate of Amendment

99.1 Press Release, dated June 25, 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.

Dated: June 25, 2015

ITUS CORPORATION

By: /s/ Robert A. Berman

Name: Robert A. Berman

Title: President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment
99.1	Press Release, dated June 25, 2015

**CERTIFICATE OF AMENDMENT TO THE
CERTIFICATE OF INCORPORATION
OF ITUS CORPORATION**

The undersigned, for the purposes of amending the Certificate of Incorporation of ITUS Corporation (the “Corporation”), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify that:

FIRST: The Board of Directors of the Corporation (the “Board”) duly adopted in accordance with Section 141(f) of the DCGL at a meeting of the Board on May 28, 2014, a resolution proposing and declaring advisable the following amendment to replace Article FOURTH of the Certificate of Incorporation of said Corporation:

“FOURTH: The total number of shares of stock that the Corporation shall have authority to issue is twenty four million twenty thousand (24,020,000), of which twenty four million (24,000,000) shall be Common Stock of the par value \$0.01 per share and twenty thousand (20,000) shall be Preferred Stock of the par value of \$100 per share. The 20,000 shares of Preferred Stock may be issued from time to time in one or more series, each of such series to have such voting powers, full or limited, or no voting powers, designations, preferences and relative participating, optional or other special rights and qualifications and limitations or restrictions as are stated and expressed in the resolutions providing for the issue of such series adopted by the Board of Directors as hereinafter provided. Authority is hereby expressly granted to the Board of Directors to establish and designate one or more series of Preferred Stock and to fix the relative rights, preferences and limitations of each series, including without limitation:

1. The number of shares to constitute such series and the distinctive designations thereof;
2. The dividend rate to which such shares shall be entitled and the restrictions, limitations and conditions upon the payment of such dividends, whether dividends shall be cumulative, the date or dates from which dividends (if cumulative) shall accumulate and the dates on which dividends (if declared) shall be payable;
3. Whether or not the shares of such series shall be redeemable and, if so, the terms, limitations and restrictions with respect to such redemption, including without limitation the manner of selecting shares for redemption if less than all shares are to be redeemed, and the amount, if any, in addition to any accrued dividends thereon, which the holders of shares of such series shall be entitled to receive upon the redemption thereof, which amount may vary at different redemption dates and may be different with respect to shares redeemed through the operation of any purchase, retirement or sinking fund and with respect to shares otherwise redeemed;

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4. The amount in addition to any accrued dividends thereon which the holders of shares of such series shall be entitled to receive upon the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, which amount may vary at different dates and may vary depending on whether such liquidation, dissolution or winding up is voluntary or involuntary;
 5. Whether or not the shares of such series shall be subject to the operation of a purchase, retirement or sinking fund and, if so, the terms, limitations and restrictions with respect thereto, including without limitation whether such purchase, retirement or sinking fund shall be cumulative or non—cumulative, the extent to and the manner in which such fund shall be applied to the purchase, retirement or redemption of the shares of such series for retirement or to other corporate purposes and the terms and provisions relative to the operation thereof;
 6. Whether or not the shares of such series shall have conversion privileges and, if so, prices or rates of conversion and the method, if any, of adjusting the same;
 7. The voting powers, if any, of such series; and

8. Any other relative rights, preferences and limitations thereof as shall not be inconsistent with this Article.

Upon the effectiveness of the amendment to the certificate of incorporation containing this sentence (the “Split Effective Time”) each share of the Common Stock issued and outstanding immediately prior to the date and time of the filing hereof with the Secretary of State of Delaware shall be automatically changed and reclassified into a smaller number of shares such that each twenty-five shares of issued Common Stock immediately prior to the Split Effective Time is reclassified into one share of Common Stock. Notwithstanding the immediately preceding sentence, there shall be no fractional shares issued and, in lieu thereof, a holder of Common Stock on the Split Effective Time who would otherwise be entitled to a fraction of a share as a result of the reclassification, following the Split Effective Time, shall receive a full share of Common Stock upon the surrender of such stockholders' old stock certificate. No stockholders will receive cash in lieu of fractional shares.”

SECOND: The holders of a majority of the issued and outstanding voting stock of the Corporation have voted in favor of said amendment at a duly convened meeting of the stockholders of the Corporation .

THIRD: The aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the DGCL.

FOURTH: The aforesaid amendment shall be effective as of 9:00 A.M. Eastern Standard Time on June 26, 2015.

IN WITNESS WHEREOF, the Corporation has caused this Amendment to the Certificate of Incorporation of the Corporation to be duly executed by the undersigned this 25th day of June, 2015.

ITUS CORPORATION

By: /s/ Robert A. Berman
Name: Robert A. Berman
Title: President and Chief Executive Officer

**ITUS Announces Reverse Stock Split
with the Intention to List Shares on NASDAQ**

LOS ANGELES, CA – June 25, 2015: ITUS Corporation (“ITUS”) (OTCQB: ITUS), today announced that effective at 9:00 a.m. Eastern Standard Time on Friday, June 26, 2015, the company will implement a 1 for 25 reverse stock split of its common shares. The company’s common stock will begin trading on a post-reverse stock split basis on the OTCQB under the temporary symbol “ITUSD” effective with the open of business on June 26, 2015. The company’s shareholders approved implementation of a reverse stock split on August 8, 2014, and the company’s board of directors has determined to take such action to help the company become eligible for listing on The NASDAQ Stock Market.

Robert Berman, ITUS’s President and CEO, stated, “The excessively large number of outstanding ITUS shares has been an ongoing concern raised by investors and others in the financial community. With the announcement of our new business direction and the launch of exciting initiatives such as Anixa, our cancer diagnostics subsidiary, the timing is right to clean up the capital structure of the company as we complete our transformation and position the company for long term success.”

As a result of the reverse stock split, every 25 shares of ITUS’s issued and outstanding shares of common stock will be automatically converted into 1 share of common stock. Any fractional shares resulting from the reverse stock split will be rounded up to the nearest whole share. Additionally, as a result of the reverse stock split the number of shares of ITUS’s common stock and preferred stock authorized under our Certificate of Incorporation, as amended, will be decreased by the same proportion as the outstanding shares of common stock.

The reverse stock split will reduce the number of ITUS’s issued and outstanding common stock from approximately 219 million shares, pre-reverse stock split, to approximately 8.8 million shares, post-reverse stock split. In most instances, the only way to obtain new ITUS share certificates will be to physically exchange old share certificates. To facilitate a smooth transition, we recommend that shareholders first obtain possession of their physical stock certificates. If necessary, shareholders should request such certificates from their brokers, if they have not already done so. Shareholders will receive detailed instructions for obtaining new share certificates from the company’s transfer agent within the next 6 weeks, and instructions will also be made available in the “Investor” section of the ITUS website. A new CUSIP number of 45069V203 will replace the pre-reverse split CUSIP number of 45069V104 to distinguish between the company’s pre- and post-reverse split shares of common stock.

About ITUS Corporation

ITUS funds, develops, acquires, and licenses emerging technologies such as High-Tech, Biotechnology, Life Sciences, and Informatics. The company has ongoing licensing programs involving encrypted communications, and advanced materials, and an ongoing development program to create highly efficient, flat panel displays, utilizing a proprietary technology for carbon Nanotubes and phosphor luminescence. Additional information is available at www.ITUScorp.com.

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Forward-Looking Statements: Statements that are not historical fact may be considered forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements are not statements of historical facts, but rather reflect ITUS Corporation's current expectations concerning future events and results. We generally use the words "believes," "expects," "intends," "plans," "anticipates," "likely," "will" and similar expressions to identify forward-looking statements. Such forward-looking statements, including those concerning our expectations, involve risks, uncertainties and other factors, some of which are beyond our control, which may cause our actual results, performance or achievements, or industry results, to be materially different from any future results, performance, or achievements expressed or implied by such forward-looking statements. These risks, uncertainties and factors include, but are not limited to, those factors set forth in "Item 1A – Risk Factors" and other sections of our Annual Report on Form 10-K for the fiscal year ended October 31, 2014 as well as in our Quarterly Reports on Form 10-Q and Current Reports on Form 8-K. We undertake no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law. You are cautioned not to unduly rely on such forward-looking statements when evaluating the information presented in this press release.

ITUS Corporation: FOCUSED ON INNOVATION™