

**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: October 28, 2015

T-REX OIL, INC.

(Exact name of registrant as specified in its charter)

Colorado
(State or other jurisdiction of
incorporation)

000-51425
(Commission File
Number)

98-0422451
(IRS Employer
Identification Number)

520 Zang Steet, Suite 250, Broomfield, CO 80021
(Address of Principal Executive Offices) (Zip Code)

(720)502-4483
Registrant's telephone number, including area code

(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 (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))

SECTION 5 - CORPORATE GOVERNANCE AND MANAGEMENT

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

On October 28, 2015, T-Rex Oil, Inc. ("the Company") filed an Amendment to its Articles of Incorporation to designate the Series A Convertible Preferred Stock.

The Amendment designates 5,000,000 shares of the authorized 50,000,000 shares of the Company's \$0.001 par value preferred stock as the Series A Convertible Preferred Stock ("the Series A Shares.") The Series A Shares are convertible into common shares of the Company's stock 9 months after the date of issuance. Further, the Series A Shares have a conversion price based upon 80% of the 10 day average of the Company's closing market price.

The Series A Shares do not accrue dividends and have a deemed purchase price of \$2.00 per share.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) **Exhibits.** The following is a complete list of exhibits filed as part of this Report. Exhibit numbers correspond to the numbers in the exhibit table of Item 601 of Regulation S-K.

<u>Exhibit No.</u>	<u>Description</u>
3(i)	Amendment to Articles of Incorporation, dated October 28, 2015

