
**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): January 16, 2015

ModusLink Global Solutions, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35319
(Commission
File No.)

04-2921333
(IRS Employer
Identification No.)

1601 Trapelo Road, Suite 170
Waltham, Massachusetts
(Address of principal executive offices)

02451
(Zip Code)

(781) 663-5000
(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 January 16, 2015, ModusLink Global Solutions, Inc. (the “Company”) filed a Certificate of Amendment of the Restated Certificate of Incorporation of the Company (the “Certificate of Amendment Effecting the Reverse Split”) with the Secretary of State of the State of Delaware to effect a one-for-one hundred reverse stock split of the Company’s common stock, par value \$0.01 per share (“Common Stock”), effective as of 5:00 p.m., Eastern time, January 16, 2015 (the “Reverse Split”) followed by the filing of a Certificate of Amendment of the Restated Certificate of Incorporation of the Company (the “Certificate of Amendment Effecting the Forward Split”) with the Secretary of State of the State of Delaware to effect a one hundred-for-one forward stock split of the Common Stock, effective as of 5:01 p.m., Eastern time, January 16, 2015 (the “Forward Split,” and together with the Reverse Split, the “Reverse/Forward Split”). The Reverse/Forward Split had been approved by the Board of Directors and by the Company’s stockholders at the Annual Meeting of Stockholders on December 9, 2014.

The Company will arrange for the disposition of fractional share interests of stockholders who hold fewer than 100 shares immediately prior to the Reverse Split by having the Company’s transfer agent aggregate such fractional share interests and sell the shares of Common Stock resulting from such aggregation (the “Aggregated Shares”) in open market transactions following the effectiveness of the Reverse/Forward Split. The Company’s transfer agent will, following completion of the sale of all of the Aggregated Shares, pay to each registered stockholder who holds fewer than 100 shares of Common Stock immediately prior to the Reverse Split an amount, for each share of Common Stock held immediately prior to the Reverse Split, equal to the average per-share price received in the sale of the Aggregated Shares. The Company’s transfer agent will limit the effect of the sales of Aggregated Shares on the market price of the Common Stock by limiting its daily sales to 25% or less of the trailing 30-day average trading volume preceding the effective date.

Stockholders holding 100 or more shares of the Common Stock immediately prior to the effective time of the Reverse Split will not receive a cash payment, but will continue to hold the same number of shares after completion of the Reverse/Forward Split as they held immediately prior to the Reverse Split. The Company expects both registered and beneficial stockholder accounts holding less than 100 shares of Common Stock will be converted to cash pursuant to the procedures described in the paragraph immediately above. However, persons that beneficially hold shares through a nominee (such as a broker or bank) will be advised to contact their nominee to be informed of any procedures such holders may need to follow in order to ensure the same treatment as registered stockholders.

The Company expects that approximately one (1) million of its outstanding shares of Common Stock will be fractionalized as a result of the Reverse Split and subsequently converted into the right to receive a cash payment in exchange for each pre-Reverse Split share as described above.

The Reverse/Forward Split did not change to the authorized number of shares of Common Stock or in the par value of such shares. No fractional shares were issued in connection with the Reverse/Forward Split.

For more information regarding the Reverse/Forward Split, please refer to the Proxy Statement relating to the Company’s stockholder meeting held on December 9, 2014 that was previously mailed to the Company’s stockholders.

In connection with the Reverse/Forward Split described above, the Company revised its specimen certificate of Common Stock to reflect a new CUSIP number (60786L 20 6). A copy of the revised specimen certificate is filed herewith as Exhibit 4.1.

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

On January 16, 2015, the Company filed the Certificate of Amendment Effecting the Reverse Split with the Secretary of State of the State of Delaware. The Certificate of Amendment Effecting the Reverse Split became effective as of 5:00 p.m., Eastern time, on January 16, 2015. A description of the Certificate of Amendment Effecting the Reverse Split is contained in Item 3.03 above, which is incorporated herein by reference. The foregoing description is subject to, and qualified in its entirety by the Certificate of Amendment Effecting the Reverse Split attached as Exhibit 3.1 hereto and incorporated herein by reference.

On January 16, 2015, the Company filed the Certificate of Amendment Effecting the Forward Split with the Secretary of State of the State of Delaware. The Certificate of Amendment Effecting the Forward Split became effective as of 5:01 p.m., Eastern time, on January 16, 2015. A description of the Certificate of Amendment Effecting the Forward Split is contained in Item 3.03 above, which is incorporated herein by reference. The foregoing description is subject to, and qualified in its entirety by the Certificate of Amendment Effecting the Forward Split attached as Exhibit 3.2 hereto and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment of the Restated Certificate of Incorporation of ModusLink Global Solutions, Inc. (Effecting the Reverse Split), filed with the Secretary of State of the State of Delaware on January 16, 2015
3.2	Certificate of Amendment of the Restated Certificate of Incorporation of ModusLink Global Solutions, Inc. (Effecting the Forward Split), filed with the Secretary of State of the State of Delaware on January 16, 2015
4.1	Specimen Certificate of Common Stock of the Registrant

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.

ModusLink Global Solutions, Inc.

Date: January 22, 2015

By: /s/ Joseph B. Sherk

Name: Joseph B. Sherk

Title: Principal Financial Officer and Principal Accounting Officer

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MODUSLINK GLOBAL SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JANUARY, A.D. 2015, AT 10:08 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SIXTEENTH DAY OF JANUARY, A.D. 2015, AT 5 O'CLOCK P.M.



2090118 8100

150060499

You may verify this certificate online
at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JBullock", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2044582

DATE: 01-16-15

**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
MODUSLINK GLOBAL SOLUTIONS, INC.**

ModusLink Global Solutions, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the “**Corporation**”),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is ModusLink Global Solutions, Inc., and the name under which the Corporation was originally incorporated was CMG Holdings, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was May 5, 1986.

SECOND: That resolutions were duly adopted by the Board of Directors of the Corporation setting forth this proposed Amendment to the Restated Certificate of Incorporation of the Corporation and declaring said Amendment to be advisable and recommended for approval by the stockholders of the Corporation.

THIRD: To accomplish the foregoing Amendment to the Restated Certificate of Incorporation of the Corporation, the first paragraph of ARTICLE FOURTH of the Restated Certificate of Incorporation of the Corporation shall be deleted in its entirety and replaced with the following:

FOURTH: At 5:00 p.m. Eastern time, January 16, 2015 (the “Effective Time”) pursuant to the General Corporation Law of the State of Delaware (the “DGCL”) of this Amendment to the Corporation’s Certificate of Incorporation, each one hundred (100) shares of the Corporation’s Common Stock, par value \$0.01 per share, issued and outstanding immediately prior to the Effective Time, shall automatically be reclassified, combined, and converted into one (1) validly issued, fully paid, and non-assessable share of Common Stock, par value \$0.01 per share, of the Corporation, without any action by any holder thereof; provided that no fractional share interests shall be issued as a result of the foregoing reclassification, combination, and conversion to any stockholder that holds, of record, fewer than one hundred (100) shares of Common Stock immediately prior to the Effective Time, and, in lieu of such fractional share interests (collectively, “Converted Fractionalized Interests”), any such stockholder shall be entitled, upon the Effective Time, to receive a cash payment equal to the Share Value (as defined below) of each share of Common Stock held by such stockholder immediately prior to the Effective Time.

As used herein, “Share Value” shall mean the average sale price received by the transfer agent of the Common Stock in its sale in open market transactions on NASDAQ of the shares of Common Stock resulting from its aggregation of all Converted Fractionalized Interests without the deduction of any costs associated with such sales.

From and after the Effective Time, (i) certificates that, immediately prior to the Effective Time, represent shares of Common Stock that are held by any stockholder that holds more than one hundred (100) shares of Common Stock immediately prior to the Effective Time shall thereafter represent the number of shares of Common Stock into which such shares shall have been reclassified, combined, and converted at the Effective Time pursuant to this Certificate of Amendment, and (ii) certificates that, immediately prior to the Effective Time, represent shares of Common Stock that are held by any stockholder that holds fewer than one hundred (100) shares of Common Stock immediately prior to the Effective Time shall thereafter represent only the right to receive a payment in cash equal to the Share Value for each share of Common Stock previously represented by such certificate.

The total number of shares of capital stock which the Corporation is authorized to issue is one billion four hundred five million (1,405,000,000) shares, of which one billion four hundred million (1,400,000,000) shares shall be common stock, par value \$.01 per share (“Common Stock”) and five million (5,000,000) shares shall be preferred stock, par value \$.01 per share (“Preferred Stock”).

FOURTH: That, pursuant to resolution of its Board of Directors, an annual 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 applicable law was voted in favor of the Amendment.

FIFTH: That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be executed on this 16th day of January, 2015.

MODUSLINK GLOBAL SOLUTIONS, INC

By: /s/ Alan Cormier

Name: Alan Cormier

Title: Senior Vice President and General Counsel

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF AMENDMENT OF "MODUSLINK GLOBAL SOLUTIONS, INC.", FILED IN THIS OFFICE ON THE SIXTEENTH DAY OF JANUARY, A.D. 2015, AT 10:09 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID CERTIFICATE OF AMENDMENT IS THE SIXTEENTH DAY OF JANUARY, A.D. 2015, AT 5:01 O'CLOCK P.M.



2090118 8100

150060518

You may verify this certificate online
at corp.delaware.gov/authver.shtml

A handwritten signature in black ink, appearing to read "JWB", is written over a horizontal line.

Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2044594

DATE: 01-16-15

**CERTIFICATE OF AMENDMENT
OF THE
RESTATED CERTIFICATE OF INCORPORATION
OF
MODUSLINK GLOBAL SOLUTIONS, INC.**

ModusLink Global Solutions, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the "**Corporation**"),

DOES HEREBY CERTIFY:

FIRST: The name of the Corporation is ModusLink Global Solutions, Inc., and the name under which the Corporation was originally incorporated was CMG Holdings, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State was May 5, 1986.

SECOND: That resolutions were duly adopted by the Board of Directors of the Corporation setting forth this proposed Amendment to the Restated Certificate of Incorporation of the Corporation and declaring said Amendment to be advisable and recommended for approval by the stockholders of the Corporation.

THIRD: To accomplish the foregoing Amendment to the Restated Certificate of Incorporation of the Corporation, the first four paragraphs of ARTICLE FOURTH of the Restated Certificate of Incorporation of the Corporation shall be deleted in their entirety and replaced with the following:

FOURTH: At 5:01 p.m. Eastern time, January 16, 2015 (the "Effective Time") pursuant to the General Corporation Law of the State of Delaware (the "DGCL") of this Amendment to the Corporation's Certificate of Incorporation, each one (1) issued and outstanding share of the Corporation's Common Stock, par value \$0.01 per share, immediately prior to the Effective Time, and (i) any fractional share of Common Stock held by any stockholder that holds, of record, in excess of one (1) share of Common Stock immediately prior to the Effective Time, and (ii) any fractional interest held by the Company's transfer agent pending disposition thereof on behalf of the former holders thereof, in each case shall automatically be reclassified, changed, and converted into one hundred (100) validly issued, fully paid, and non-assessable shares of Common Stock, par value \$0.01 per share (or, with respect to fractional share interests, such lesser number of shares and fractional shares as may be applicable based upon such 100-for-1 ratio), without any action by any holder thereof. From and after the Effective Time, certificates that, immediately prior to the Effective Time, represent Common Stock shall thereafter represent the number of shares of Common Stock into which such shares shall have been reclassified, changed, and converted at the Effective Time pursuant to this Certificate of Amendment.

The total number of shares of capital stock which the Corporation is authorized to issue is one billion four hundred five million (1,405,000,000) shares, of which one billion four hundred million (1,400,000,000) shares shall be common stock, par value \$.01 per share ("Common Stock") and five million (5,000,000) shares shall be preferred stock, par value \$.01 per share ("Preferred Stock").

FOURTH: That, pursuant to resolution of its Board of Directors, an annual 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 applicable law was voted in favor of the Amendment.

FIFTH: That said Amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment of the Restated Certificate of Incorporation to be executed on this 16th day of January, 2015.

MODUSLINK GLOBAL SOLUTIONS, INC

By: /s/ Alan Cormier

Name: Alan Cormier

Title: Senior Vice President and General Counsel

NUMBER ML	 ModusLink GLOBAL SOLUTIONS	SHARES
COMMON STOCK	MODUSLINK GLOBAL SOLUTIONS, INC. INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE	COMMON STOCK CUSIP 60786L 20 6
THIS IS TO CERTIFY THAT		SEE REVERSE FOR RESTRICTIONS ON TRANSFER
SPECIMEN		
is the owner of		
FULLY PAID AND NON-ASSESSABLE SHARES OF COMMON STOCK, PAR VALUE \$.01, of		
MODUSLINK GLOBAL SOLUTIONS, INC. transferable on the books of the Corporation by the holder hereof, in person or by duly authorized attorney, upon the surrender of this certificate properly endorsed. This certificate and the shares represented hereby are subject to the laws of the State of Delaware and to the Certificate of Incorporation and By-Laws of the Corporation, as now or hereafter amended. This certificate is not valid unless countersigned by the Transfer Agent and registered by the Registrar. WITNESS the facsimile seal of the Corporation and the facsimile signatures of its duly authorized officers.		
Dated:		
	Chief Financial Officer	President and Chief Executive Officer
		AUTHORIZED SIGNATURE BY AMERICAN STOCK TRANSFER & TRUST COMPANY, LLC <small>(Brooklyn, NY)</small> TRANSFER AGENT AND REGISTRAR

MODUSLINK GLOBAL SOLUTIONS, INC. (the "Corporation") will furnish without charge to each stockholder who so requests from its Secretary the powers, designations, preferences and relative, participating, optional or other special rights of each class of stock or series thereof and the qualifications, limitations or restrictions thereof.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

TEN COM	- as tenants in common	UNIF GIFT MIN ACT-	_____ Custodian _____
TEN ENT	- as tenants by the entireties		(Cust) _____ (Minor)
JT TEN	- as joint tenants with right of survivorship and not as tenants in common		under Uniform Gifts to Minors Act _____ (State)

Additional abbreviations may also be used though not in the above list.

For value received, _____ hereby sell, assign and transfer unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS OF ASSIGNEE POSTAL ZIP CODE OF ASSIGNMENT

_____ Shares of the Common Stock represented by the within Certificate, and do hereby irrevocably constitute and warrant _____

Attorney to transfer the said stock on the books of the within-named Corporation with full power of substitution in the premises.

Dated, _____

SIGNATURE(S) GUARANTEED:

(The signature to this assignment must correspond with the name as written upon the face of the Certificate in every particular, without alteration or enlargement or any change whatever.)

THE SIGNATURE(S) SHOULD BE GUARANTEED BY AN ELIGIBLE GUARANTOR INSTITUTION (BANKS, STOCKBROKERS, SAVINGS AND LOAN ASSOCIATIONS AND CREDIT UNIONS WITH MEMBERSHIP IN AN APPROVED SIGNATURE GUARANTEE MEDALLION PROGRAM, PURSUANT TO S.E.C. RULE 17A-11).

THE RESTATED CERTIFICATE OF INCORPORATION OF THE COMPANY CONTAINS RESTRICTIONS PROHIBITING THE TRANSFER (AS DEFINED IN THE RESTATED CERTIFICATE OF INCORPORATION) OF STOCK OF THE COMPANY (INCLUDING THE CREATION OR GRANT OF CERTAIN OPTIONS, RIGHTS AND WARRANTS) WITHOUT THE PRIOR AUTHORIZATION OF THE BOARD OF DIRECTORS OF THE COMPANY (THE "BOARD OF DIRECTORS") IF SUCH TRANSFER AFFECTS THE PERCENTAGE OF STOCK OF THE COMPANY (WITHIN THE MEANING OF SECTION 382 OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED (THE "CODE") AND THE TREASURY REGULATIONS PROMULGATED THEREUNDER) THAT IS TREATED AS OWNED BY A 4.99-PERCENT STOCKHOLDER (AS DEFINED IN THE RESTATED CERTIFICATE OF INCORPORATION). IF THE TRANSFER RESTRICTIONS ARE VIOLATED, THEN THE TRANSFER WILL BE VOID AB INITIO AND THE PURPORTED TRANSFEREE OF THE STOCK WILL BE REQUIRED TO TRANSFER EXCESS SECURITIES (AS DEFINED IN THE RESTATED CERTIFICATE OF INCORPORATION) TO THE COMPANY'S AGENT. IN THE EVENT OF A TRANSFER WHICH DOES NOT INVOLVE SECURITIES OF THE COMPANY WITHIN THE MEANING OF THE GENERAL CORPORATION LAW OF THE STATE OF DELAWARE ("SECURITIES") BUT WHICH WOULD VIOLATE THE TRANSFER RESTRICTIONS, THE PURPORTED TRANSFEREE (OR THE RECORD OWNER) OF THE SECURITIES THAT VIOLATE THE TRANSFER RESTRICTIONS WILL BE REQUIRED TO TRANSFER SUFFICIENT SECURITIES PURSUANT TO THE TERMS PROVIDED FOR IN THE RESTATED CERTIFICATE OF INCORPORATION TO CAUSE THE 4.99-PERCENT STOCKHOLDER TO NO LONGER BE IN VIOLATION OF THE TRANSFER RESTRICTIONS. THE COMPANY WILL FURNISH WITHOUT CHARGE TO THE HOLDER OF RECORD OF THIS CERTIFICATE A COPY OF THE RESTATED CERTIFICATE OF INCORPORATION CONTAINING THE ABOVE-REFERENCED TRANSFER RESTRICTIONS UPON WRITTEN REQUEST TO THE COMPANY AT ITS PRINCIPAL PLACE OF BUSINESS.