

BAZI INTERNATIONAL, INC.  
Form 8-K  
May 20, 2011

---

---

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 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): May 19 , 2011

Commission File Number: 001-32420

Bazi International, Inc.  
(Exact name of small business issuer as specified in its charter)

Nevada  
(State or other jurisdiction of incorporation or organization)  
841575085  
(IRS Employer Identification No.)

1730 Blake Street, Suite 305, Denver, Colorado 80202  
(Address of principal executive offices)

303-316-8577  
(Registrant's Telephone number)

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 (see General Instruction A.2. below):

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 Bylaws; Changes in Fiscal Year.**

On May 19, 2011, Bazi International, Inc. (the "Company") filed a Certificate of Amendment to its Certificate of Incorporation to increase the number of authorized shares of its Common Stock from 50 million to 200 million (the "Amendment"). The Amendment was approved by written consent of shareholders beneficially owning in excess of 50% of the voting securities of the Company. A copy of the Amendment is attached to this Current Report on Form 8-K as Exhibit 3.1. The effective date of the Amendment is May 19, 2011.

**Item 9.01 Financial Statements and Exhibits.**

See Exhibit Index

---

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.

Bazi International, Inc.

Date: *May 20, 2011*

By: */s/ John Pougnet*

---

*Name: John Pougnet*

*Title: Chief Financial Officer*

---

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
EX-3.1	Exhibit 3.1