

CD INTERNATIONAL ENTERPRISES, INC.  
Form 8-K  
October 18, 2013

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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)

October 18, 2013

CD INTERNATIONAL ENTERPRISES, INC.  
(Exact name of registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation)	001-33694 (Commission File Number)	13-3876100 (IRS Employer Identification No.)
431 Fairway Drive, Suite 200, Deerfield Beach, FL (Address of principal executive offices)		33441 (Zip Code)
Registrant's telephone number, including area code		(954) 363-7333

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 8.01 Other Events.

On June 12, 2013, our board of directors authorized our 2013 Employee and Consultant Stock Incentive and Compensation Plan (the "2013 Plan") covering 5,000,000 shares of common stock. On October 18, 2013 our Board of Directors approved an amendment to the plan to increase the number of shares of our common stock available for grants under the 2013 Plan to 11,000,000 shares.

A copy of Amendment No. 1 to the 2013 Plan is filed herewith as Exhibit 10.64 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

10.64 Amendment No. 1 dated October 18, 2013 to the 2013 Employee and Consultant Stock Incentive and Compensation Plan

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.

CD International Enterprises, Inc.

Date: October 18, 2013

By: /s/ Yuejian (James) Wang  
Yuejian (James) Wang, PhD., Chief Executive Officer