

Item 1.01 Entry into a Material Definitive Agreement.

Exchange of Series J Preferred Stock for Common Stock

On March 31, 2017, the Company agreed to issue 125,429,895 shares of Common Stock to one accredited investor in exchange for the cancellation of 125 shares of outstanding Series J Preferred Stock (including accrued dividends) held by such investor. The canceled shares of the Series J Preferred Stock had an original issue price of \$125,000.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information contained in Item 1.01 of this Current Report on Form 8-K is incorporated herein by reference.

Item 3.02 Unregistered Sales of Equity Securities.

All of the securities described in this Current Report on Form 8-K were or will be offered and sold in reliance upon exemptions from registration pursuant to Section 3(a)(9) and Section 4(a)(2) under the Securities Act of 1933, as amended (“Securities Act”), and Rule 506 of Regulation D promulgated thereunder. The offering was made to “accredited investors” (as defined by Rule 501 under the Securities Act).

Item 9.01 Financial Statements and Exhibits.

(d) The following exhibits are filed with this report:

| Exhibit Number | Description |
|----------------|-------------|
| NONE | |

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.

ASCENT SOLAR
TECHNOLOGIES,
INC.

April
5, By:
2017

/s/ Victor
Lee

Name:
Victor Lee
Title:
Chief
Executive
Officer