

TOT Energy
Form 8-K
September 10, 2010

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):

September 6, 2010

TOT Energy, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-51108
(Commission
File Number)

20-01715816
(I.R.S. Employer
Identification No.)

12100 NE 16th Ave.
N. Miami, FL 33161
(Address of principal executive
offices)

33161
(Zip Code)

Registrant's telephone number, including area
code:

(305) 891-2288

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))
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Forward-Looking Statements

This Report contains forward-looking statements that reflect the current views of our management with respect to future events. Forward-looking statements generally are identified by the words “expects,” “anticipates,” “believes,” “intends,” “estimates,” “aims,” “plans,” “will,” “will continue,” “seeks” and similar expressions. Forward-looking statements are based on current plans, estimates and projections, and therefore you should not place too much reliance on them.

Forward-looking statements speak only as of the date they are made, and we undertake no obligation to update any forward-looking statement in light of new information or future events, although we intend to continue to meet our ongoing disclosure obligations under the U.S. securities laws and under other applicable laws. Forward-looking statements involve inherent risks and uncertainties, most of which are difficult to predict and are generally beyond our control. We caution you that a number of important factors could cause actual results or outcomes to differ materially from those expressed in, or implied by, the forward-looking statements. These factors include, among other factors: the development or acquisition of an operating business, attracting and retaining competent management and other personnel, particularly given the Company’s current lack of operations, and successful integration and promotion of any business developed or acquired. If these or other risks and uncertainties (including those described in our most recent Annual Report on Form 10-K for the fiscal year ended March 31, 2010 filed with the U.S. Securities and Exchange Commission) materialize, or if the assumptions underlying any of these statements prove incorrect, our actual results may be materially different from those expressed or implied by such statements.

World Wide Web addresses contained in this Report are for explanatory purposes only and they (and the content contained therein) do not form a part of and are not incorporated by reference into this Report.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Stuart Murdoch

Due to other commitments, Stuart Murdoch has resigned as a member of the board of directors of TOT Energy, Inc. (the “Company”) effective as of September 6, 2010. Mr. Murdoch has served as a board member since February 8, 2008 and the Company appreciates the support and advice Mr. Murdoch has provided during his tenure. The Company has not yet replaced Mr. Murdoch. Accordingly, all board responsibilities will be performed by the remaining two board members until such time as additional board members can be identified and appointed.

There are no plans, contracts or arrangements or any grants or awards to which Mr. Murdoch or the Company is a party that would be triggered as a result of Mr. Murdoch’s resignation.

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

The Board of Directors of the Company has unanimously adopted a resolution to amend the Certificate of Incorporation of the Company to change the name of the Company from "TOT Energy, Inc." to "Net Element, Inc." The change of name of the Company is subject to the filing of an Information Statement on Schedule 14C with the Securities and Exchange Commission and the filing of an amendment to the Company’s Certificate of Incorporation with the Delaware Secretary of State following the requisite notice period to be set forth in the Information Statement.

The Board of Directors has determined that the change of the Company's corporate name is desirable in view of management’s re-evaluation and refocus of the Company’s business strategy to pursue business opportunities to develop and/or acquire technology and applications for use in the online media industry.

From time to time, the Company may be engaged in various discussions to develop or acquire businesses or formulate joint venture or other arrangements in furtherance of the Company's business strategy. The Company's policy is not to disclose discussions or potential transactions until definitive agreements have been executed. Where appropriate, acquisitions may be financed with equity shares which may result in substantial dilution to existing stockholders.

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.

TOT Energy, Inc.

September 10,
2010

By:

/s/ Jonathan New

Name: Jonathan New
Title: Chief Financial Officer

3
